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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: MICROCARE, INC.

AUDIT NUMBER.....H97000017299

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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B. REGISTER OCT 17 1997

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ARTICLES OF INCORPORATION OF

MicroCare, Inc.

I, the undersigned, desiring to form a corporation for the purposes hereinafter stated, under and pursuant to Chapter 607 of the Florida Statutes, do hereby declare as follows:

ARTICLE I

The name of the corporation shall be:

MicroCare, Inc.

ARTICLE II

BUSINESS AND POWERS

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

STOCK

The maximum number of shares of stock of which this corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock having a par value of \$1.00 per share. The capital stock may be paid for in property, labor, or services at a just valuation, to be fixed by the Incorporators or by the Directors at a meeting called for such purposes or at the organizational meeting. Property, labor, or services may be purchased or paid for with the capital stock of the at a just valuation of said property to be fixed by the Directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of its capital stock, and said purchases shall be on such basis and for such consideration as the directors of the company may decide.

ARTICLE IV

MINIMUM CAPITAL

The amount of capital with which this corporation shall begin business shall not be less than five hundred dollars.

ARTICLE V

TERMS OF EXISTENCE

This corporation shall have a perpetual existence.
Prepared By:
Sanford Z. Chevlin, Esq. FL BAR# 407437
1008 W. Hallandale Beach Blvd.
Hallandale, FL 33009 (371-1522)

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ARTICLE VI

The principal office or place of business of the corporation shall be located at 1008 W. Hallandale Beach Blvd., Hallandale, Florida 33009.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of the corporation shall be conducted by a board of not less than one nor more than five directors.

ARTICLE VIII

INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who, subject to the provisions of these Articles of Incorporation shall hold office for the first year of the corporation's existence or until their successors selected and shall have qualified, are the following:

Christopher Cartwright
1008 W. Hallandale Beach Blvd.
Hallandale, Florida 33009

ARTICLE IX

ASSIGNMENT OF SUBSCRIPTION RIGHTS

The original incorporation of the corporation shall have the right upon its organization, to assign and deliver their subscriptions of the stock to any other person or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation who, upon acceptance of such assignment, shall stand in lieu of the original incorporators and assume and carry out all rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State of Florida and the execution of the necessary instruments of assignment.

ARTICLE X

SUBSCRIBERS

The names and addresses of each person signing these Articles of Incorporation are:

NAME	ADDRESS
Christopher Cartwright	1008 W. Hallandale Beach Blvd. Hallandale, Florida 33009

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ARTICLE XI

INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered agent of this corporation is 1008 W. Hallandale Beach Blvd., Hallandale, Florida 33009 and the name of the initial registered agent of this corporation at that address is Christopher Cartwright.

ARTICLE XII

TRANSACTION WITH RELATED PARTIES

No contract or other transaction between the corporation and any other corporation in the absence of fraud, shall be effected or invalidated by the fact that one or more of the Directors of the corporation is or are interested in, or is a director or officer of or are the directors or officers of such other corporation, and any director or directors, individually or jointly, may be party or parties to or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act or transaction of the corporation with any person or persons, firm or corporation in the absence of fraud shall be effected or invalidated by the fact that any director or directors of the corporation is a party or parties to be interested in such contract, act, or transaction or in any way connected with such person or persons, firm or corporation and each and every person who may become a Director of the corporation is hereby relieved from any liability that might exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be otherwise interested. Any Director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company. This Article XII shall apply equally to contract other transactions between the corporation and interested persons including the subscribers or initial directors.

ARTICLE XIII

INDEMNIFICATION

This corporation shall indemnify and insure its officers, directors, employees and agents to the fullest extent permitted by law either now or hereafter.

ARTICLE XIII

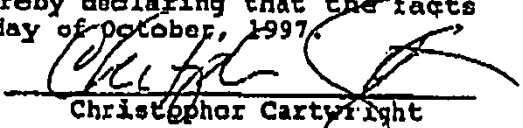
EFFECTIVE DATE

The effective date of this corporation shall be the date these Articles are filed in the office of the Secretary of State of Florida.

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IN WITNESS WHEREOF, the undersigned subscribers for the purpose of forming a corporation to do business in the State of Florida under the laws of the State of Florida, do make and file these Articles of Incorporation, hereby declaring that the facts stated herein are true on this 16th day of October, 1997.


Christopher Cartwright

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

MicroCare, Inc.

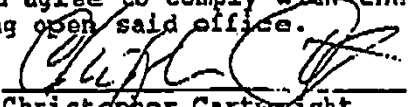
desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Ft. Lauderdale, County of Broward, Florida, has named:

Christopher Cartwright
1008 W. Hallandale Beach Blvd.
Hallandale, Florida 33009

as its agent to accept service of process within this State.

ACKNOWLEDGMENT


Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


Christopher Cartwright

STATE OF FLORIDA:
COUNTY OF BROWARD:

On this day before me, an officer duly authorized to administer oaths and take acknowledgments in the county and state aforesaid personally appeared Christopher Cartwright known to be the incorporator described herein and who executed the foregoing Articles of Incorporation of MicroCare, Inc., and who acknowledged that he executed the same as such incorporator for the purpose therein expressed.

WITNESS my hand and seal at Hallandale, Broward County, Florida on this 16th day of October, 1997.


Notary Public
State of Florida
Commission No.:
My Commission Expires:



TOOD R. WATTS
MY COMMISSION # 0037774 EXPIRES
May 15, 1998
ACQUIRED THROUGH FARM INSURANCE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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