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October 30, 1997

Secretary of State
Division of Corporations
New Filing Section
P.O. Box 6327
Tallahassee, FL 32314

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-10/31/97--01064--007
*****70.00 *****70.00

EFFECTIVE DATE
10-29-97

Dear Sirs:

Enclosed please the Articles of Incorporation prepared for Compliance Care Corporation, as well as a check in the amount of \$70.00 as a filing fee for same.

Should you need any further information please do not hesitate to contact me.

Sincerely,

(Dictated, but not read
in the interest of time)

David W. Langham

DWL:lcl
Enclosure(s)

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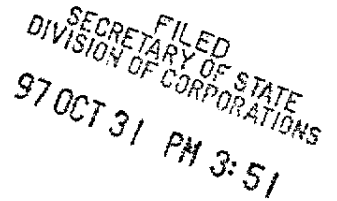
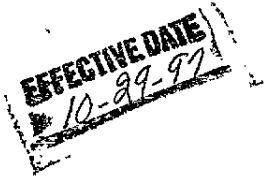
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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D. BROWN NOV - 3 1997

ARTICLES OF INCORPORATION

OF

COMPLIANCE CARE CORPORATION



The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I

NAME AND ADDRESS

Section 1.1 Name. The name of the corporation is COMPLIANCE CARE CORPORATION.

Section 1.2 Mailing Address. The mailing address of the corporation is P.O. Box 331178 Atlantic Beach, Florida 32233.

ARTICLE II

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSES

Section 3.1 Purposes. This corporation is organized for the purposes of developing, maintaining, and providing patient care enhancements to physicians, clinics, nursing homes and other health care practitioners, and for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL

Section 4.1 **Authorized Capital**. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10 shares of voting common stock having a par value of \$1.00 per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 **Name and Address**. The street address of the initial registered office of this corporation is 200 W. Forsyth Street, Suite 1700, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is David W. Langham.

ARTICLE VI

DIRECTORS

Section 6.1 **Number**. This corporation shall have four (4) director(s) initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 **Initial Directors**. The name and address of the members of the first board of directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Charles D. Langham	1300 Crystal Drive, #1508S Arlington, Virginia 22202
Doris A. Langham	1300 Crystal Drive, #1508S Arlington, Virginia 22202
David W. Langham	200 W. Forsyth St. #1700 Jacksonville, Florida 32202
Pamela E. Langham	1506 Prudential Drive Jacksonville, Florida 32207

ARTICLE VII

BYLAWS

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE VIII

INCORPORATOR

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation are:

NAME

David W. Langham

ADDRESS

200 W. Forsyth St. #1700
Jacksonville, Florida 32202

ARTICLE IX

INDEMNIFICATION

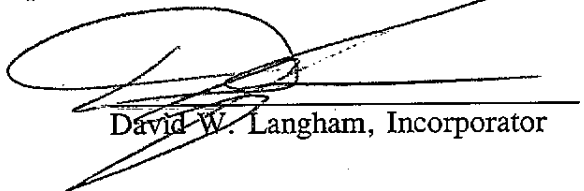
Section 9.1 Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE X

AMENDMENT

Section 10.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

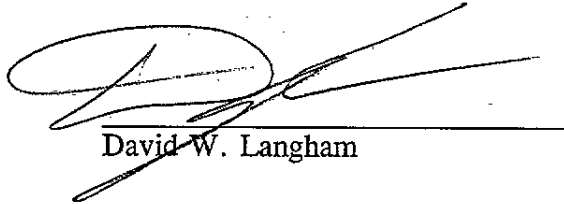
IN WITNESS WHEREOF, the incorporator has executed these Articles the 29 day of October, 1997.


David W. Langham, Incorporator

ACCEPTANCE BY REGISTERED AGENT

FILED
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DIVISION OF CORPORATIONS
97 OCT 31 PM 3:51

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.



David W. Langham

Date: 10/29/97