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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

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NAME: UNITED CARE PLANS OF AMERICA, INC.

AUDIT NUMBER.....H98000001853

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

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ARTICLES OF INCORPORATION

OF

UNITED CARE PLANS OF AMERICA, INC.

**ARTICLE I
NAME**

The name of the corporation shall be:

UNITED CARE PLANS OF AMERICA, INC.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The principal place of business and the mailing address of this corporation shall be:

2041 University Drive
Coral Springs, Florida 33071

**ARTICLE III
DURATION**

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

**ARTICLE IV
PURPOSE(S)**

This Corporation is organized for the purposes of transacting any and all lawful business.

**ARTICLE V
CAPITAL STOCK**

This Corporation is authorized to issue 40,000,000 shares of \$.0001 par value common stock.

**ARTICLE VI
QUORUM FOR STOCKHOLDERS MEETINGS**

Unless otherwise provided for in the Corporation's Bylaws, a

PREPARED BY: Tim A. Shane, P.A.
2455 E. Sunrise Blvd, #905
Ft. Lauderdale, FL 33304
(954) 561-4551
Bar No. 368431

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majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

**ARTICLE VII
LIMITATION OF CORPORATE POWERS**

The corporate powers of this corporation are as provided in section 617.0302, Florida statutes, unless limited as follows:

No limitations

ARTICLE VIII

The name and street address of the initial registered agent is:

Tim A. Shane, Esq.
4800 North Federal Highway
Suite 201
Building B
Boca Raton, Florida 33431

**ARTICLE IX
INCORPORATORS**

The name(s) and street address(es) of the incorporator(s) for these articles of incorporation is (are):

Tim A. Shane, Esq.
4800 North Federal Highway
Suite 201
Building B
Boca Raton, Florida 33431

**ARTICLE X
INITIAL BOARD OF DIRECTORS**

This Corporation shall have one director initially, The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than One. The name and address of the initial Director of the corporation is as follows:

Tim A. Shane, Esq.
4800 North Federal Highway
Suite 201
Building B
Boca Raton, Florida 33431

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ARTICLE XI
INDEMNIFICATION

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE XII
LIMITATIONS ON SHAREHOLDERS SUITS

Shareholders shall not have a cause of action against the Company's officers, Directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissible in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in certain circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.

The undersigned incorporator(s) has(have) executed these articles of incorporation this 19 day of January, 1998.

Signature(s) of the incorporator(s)



Tim A. Shane

Tim A. Shane

Typed Name of Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:
UNITED CARE PLANS OF AMERICA, INC.
2. The name and address of the registered agent and office is:


Tim A. Shane, Esq.
4800 North Federal Highway
Suite 201
Building B
Boca Raton, Florida 33431

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:



DATE:

4/27/98

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