

ROYAL EQUITY EXCHANGE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32394

February 11, 1998

To Whom It May Concern,

Please forward Articles of Incorporation document in the overnight enclosed.

Thank you for your cooperation.

Sincerely,



Thomas G. Unsworth, CPA
enclosure

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-02/12/98-01039-013
*****70.00 *****70.00

P. Hall

FEB 12 1998

INCLUDING: ProCare America, Inc. / Caring Health Support Professionals, Inc./Trading Symbol: REEX

12995 South Cleveland Avenue/Suite D-109/Ft. Myers, Florida 33907/941.849.9551/fax 941.649.5251

ARTICLES OF INCORPORATION

OF

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PROCARE HOME HEALTH, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopt the following articles of incorporation:

ARTICLE I

NAME

The name of the corporation is **PROCARE HOME HEALTH, INC..**

ARTICLE II

DURATION

The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE

The corporation is formed to provide home healthcare services and to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 7,500, all of which shall be common shares with a par value of \$ 0.01

ARTICLE V

PRINCIPAL OFFICE, REGISTERED OFFICE & MAILING ADDRESS

The principal place of business and registered office of the corporation is 12995 South Cleveland Avenue, Suite D-109, Fort Myers, Florida 33907, and the mailing address of the corporation is 12995 South Cleveland Avenue, Suite D-109, Fort Myers, Florida 33907. The name of the initial registered agent is Thomas G. Unsworth, and the registered agent's office is located at 3504 Radio Road, Naples, Florida 34104-3750. The registered offices' phone number is 941-649-8111.

ARTICLE VI

MANAGEMENT

The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

ARTICLE VII

INCORPORATORS, SUBSCRIBERS, STOCKHOLDERS AND OFFICERS

The initial subscriber, stockholder and officer is:


Brent Peterson
Incorporator, Incorporator Naples, Florida 34103

ARTICLE VIII

COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence when these Articles are filed with the Office of the Secretary of State, State of Florida.

IN WITNESS WHEREOF, I have subscribed my name this 10th day of FEBRUARY, 1998.

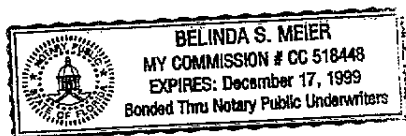

Brent Peterson

STATE OF FLORIDA

COUNTY OF LEE

On this 10 day of February, 1998, before me personally appeared Brent Peterson, Florida Drivers License Number P 362-662 45 417 0, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that they executed the same for the purpose therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



Belinda S. Meier
Notary Public
My Commission Expires: 12-17-1999

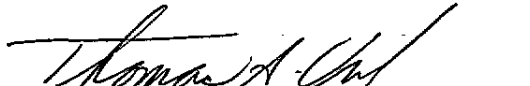
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the following is submitted in compliance with said act:

That , desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the County of LEE, State of FLORIDA, has named Thomas G. Unsworth, located at 3504 Radio Road, Naples, Florida 34104-3750, County of collier, State of FLORIDA, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Thomas G. Unsworth

2-10-1998
Date

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TALLAHASSEE, FLORIDA