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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 13 PM 12:56

March 9, 1998

Secretary of State

Attn: Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314

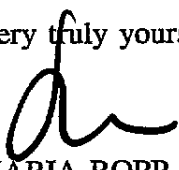
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RE: Articles of Incorporation of H.O.P.E., Inc.
File No. 4014

Dear Clerk:

Please find enclosed the Articles of Incorporation of H.O.P.E., Inc. for filing with your office together with our firm's check in the amount of \$122.50. Please return a certified copy of the filed Articles of Incorporation to our office. Please call with any questions. Thank you!

Very truly yours,


MARIA ROPP
Legal Assistant

/mlr
ENCLOSURES

D. BROWN MAR 16 1998

ARTICLES OF INCORPORATION
OF
H.O.P.E., INC.

SECRET FILED
DIVISION OF STATE
CORPORATIONS
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The undersigned hereby associate for the purpose of becoming a corporation for profit under the laws of the State of Florida in compliance with Florida Statute §607.0202.

I.

The Name of the corporation shall be:

H.O.P.E., INC.

II.

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

3001 N. Rocky Point Dr. E.,
Suite 200
Tampa, FL 33607

III.

The purpose for which the corporation is to be formed and the general nature of the corporation's business shall be: to own and operate a medical supply company, as well as to engage in any other activity or business permitted under the laws of the State of Florida.

IV.

The amount of the capital stock of the corporation shall be One Thousand (1000) Shares of common stock with a par value of \$1.00 per share.

V.

The amount of capital with which the corporation will begin business will be no less than Five Hundred and No/100 (\$500.00) Dollars.

VI.

The entire voting power for the selection of directors and for all other purposes shall be vested exclusively in the holders of common stock, who shall be entitled to one vote for each share of common stock held by them of record.

VII.

The names and post office addresses of the members of the first Board of Directors, until the first annual meeting of the stockholders are as follows:

NAME:	ADDRESS:
Robert DiCarlo	3001 N. Rocky Point Dr. E., Suite 200 Tampa, Florida 33607

VIII.

The number of directors is to be not less than one nor more than five and the directors need not be stockholders. Any vacancies created in the Board of Directors shall be filled by special meeting of the stockholders.

IX.

The names and post office addresses of the officers of the corporation until the first annual meeting of the stockholders are as follows:

NAME:	ADDRESS:
Robert DiCarlo President Secretary/Treasurer	3001 N. Rocky Point Dr. E., Suite 200 Tampa, Florida 33607

X.

The names and post office addresses of each subscriber/ /incorporator of the Articles of Incorporation and the number of shares of common stock which he or she agrees to take are as follows:

NAME:	ADDRESS:	NUMBER OF SHARES:
Robert DiCarlo	3001 N. Rocky Point Dr. E., Suite 200 Tampa, Florida 33607	1000

XI.

The duration of the corporation is to be perpetual.

XII.

The street address corporation's initial registered office and the name of its initial registered agent at that office are as follows:

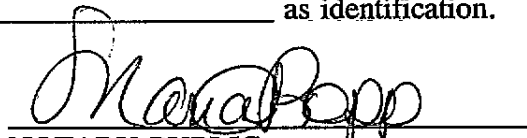
Initial Registered Agent:	Street Address:
Craig E. Rothburd	808 W. De Leon Street Tampa, Florida 33606

IN WITNESS WHEREOF, I have made, signed and acknowledged this Articles of Incorporation of H.O.P.E., INC., this 4th day of MARCH, 1998.


ROBERT DICARLO

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

On the day above shown, before me personally appeared ROBERT DICARLO, to me known to be the person described in and who executed the foregoing instrument, and he duly and severally acknowledged to me that he executed the same. He is personally known to me or produced _____ as identification.


NOTARY PUBLIC
Maria Ropp
type/print name

My commission expires:




**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS 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:

First that H.O.P.E., INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Tampa, County of Hillsborough, State of Florida has named Craig E. Rothburd, 808 W. De Leon Street, Tampa, Florida, 33606, City of Tampa, County of Hillsborough, State of Florida, as its agent to accept service of process with this state.

**ACKNOWLEDGEMENT OF REGISTERED AGENT AND DUTIES
PURSUANT TO FLORIDA STATUTE 607.0505**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 607, Florida Statute relative to keeping open said office.


CRAIG E. ROTHBURD

FILED STATE
SECRETARY OF CORPORATIONS
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