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April 23, 1998

P98000039964

Secretary of State  
State of Florida  
Division of Corporations  
The Capitol  
Tallahassee, Florida 32304

RE: We Care Enterprises, Inc.

500002503135-7  
-04/28/98--01003--029  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation of We Care Enterprises, Inc., together with the Certificate Designating Registered Agent and Street Address for Service of Process Within Florida. Also enclosed is my check in the amount of \$122.50 to cover the following fees and tax:

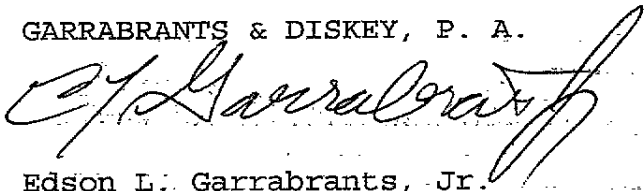
1. \$35.00 - Filing of Articles of Incorporation
2. \$35.00 - Designation of Registered Agent
3. \$52.50 - Certified copies of Articles of Incorporation

Please certify the enclosed copy of the Articles of Incorporation and return same to me in the envelope provided.

Thank you very much for your cooperation in this matter.

Sincerely,

GARRABRANTS & DISKEY, P. A.



Edson L. Garrabrants, Jr.

ELG/ds  
enc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY -4 AM 10:37

W98-9452  
5/4



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 28, 1998

EDSON L. GARRABRANTS, JR., ESQ.

HOLD!!!!!!

SUBJECT: WE CARE ENTERPRISES, INC.  
Ref. Number: W98000009452

Upon receipt of your letter and/or check(s) totaling \$122.50, no document was found. Please return your check along with the proper form.

If you have any further questions concerning your document, please call (850) 487-6924.

Sharon Tala  
Document Specialist Supervisor

Letter Number: 898A00022917

ARTICLES OF INCORPORATION  
OF  
WE CARE ENTERPRISES, INC

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY -4 AM 10:37

ARTICLE I - NAME

The name of this Corporation is WE CARE ENTERPRISES, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSES

This Corporation is organized to include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes (1997) as presently enacted and as it may be amended from time to time.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,000 shares of \$1.00 par value common stock, which shall be designated as "Common Shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock or authorized but unissued stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this

Corporation is 13625 Woodward Drive, Hudson, Fl. and the name of the initial registered agent of this Corporation at that address is Shirley L. Hoffman.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have One (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-laws but shall never be less than one (1). The names and addresses of the initial directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Shirley L. Hoffman	P. O. Box 1023 Port Richey, Fl 34673-1023

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles is:

Shirley L. Hoffman	P. O. Box 1023 Port Richey, Fl 34673-1023
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ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI - PRINCIPAL OFFICE

The principal office of the corporation will be at:

13625 Woodward Drive, Hudson, Florida

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 23 day of <sup>April</sup>~~March~~, 1998.

Shirley L. Hoffman  
SHIRLEY L. HOFFMAN

STATE OF FLORIDA

COUNTY OF PASCO

The foregoing instrument was acknowledged before me this 23 day of <sup>April</sup>~~March~~, 1998 by SHIRLEY L. HOFFMAN, who is personally known to me or who has produced a driver's license or a non-driver's I.D. issued by a state of the United States as identification and who took an oath.

Edson L. Garrabrants, Jr. (Signature)  
\_\_\_\_\_  
(Printed Name)  
\_\_\_\_\_  
(Title)  
\_\_\_\_\_  
(Serial No.)



EDSON L. GARRABRANTS, JR.  
MY COMMISSION # CC384522 EXPIRES  
July 30, 1998  
BONDED THRU TROY FAIR INSURANCE, INC

CERTIFICATE DESIGNATING REGISTERED AGENT  
AND STREET ADDRESS FOR SERVICE OF PROCESS  
WITHIN FLORIDA

Pursuant to Florida Statute 48.091, WE CARE ENTERPRISES, INC., desiring to organize under the laws of the State of Florida, hereby designates SHIRLEY L. HOFFMAN, as its Registered Agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as Registered Agent to accept service of process for the above named corporation, at the place designated above, and agrees to comply with the provisions of Florida Statute 48.091(3) relative to maintaining an office for the service of process.

  
\_\_\_\_\_  
SHIRLEY L. HOFFMAN

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DIVISION OF CORPORATIONS  
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