

P98000040575

April 29th, 1998

Division of Corporations
SECRETARY OF STATE
P. O. Box 6327
Tallahassee, FL 32314

200002509642-9
-05/04/98-01073-014
*****70.00 *****70.00

Re: CasCare Corporation

Dear Sir:

The purpose of this letter is to file the above name as a Corporation for Profit in the State of Florida.

Please find enclosed the original Articles of Incorporation properly executed and notarized for recordation.

Also enclosed is my check in the amount of \$ 70.00 for filing the corporation.

Should you have any questions, please contact me at 888-680-4088. I appreciate your time in this matter.

Sincerely,

James M. O'Nan
4611 South University Drive
Suite 202
Davie, FL 33328

QN 5-5-98

*ARTICLES OF INCORPORATION
OF
CASCARE CORPORATION*

I, the undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, of legal age, by these presents, hereby form a corporation for profit under the Laws of the State of Florida.

Article - I

CORPORATE NAME

The name of the Corporation shall be:

CASCARE CORPORATION

Article - II

DURATION

The Term of Existence of this Corporation shall be perpetual.

Article - III

PURPOSES AND OBJECTIVES

The purpose for which this Corporation is formed, the business and object to be carried on and promoted by it are as follows:

- A. The Corporation is being organized to provide services for but not limited to Case Management, Claim Review and Settlement, Programs for Injury Avoidance, Post-Injury Management, Safety and Health Care Training-Education, all being associated with Workers' Compensation, Managed Care and other insurance coverages.
- B. Not with standing any other provision of these Articles, the Corporation is hereby authorized to perform any and all business activities under the Laws of the State of Florida.
- C. The Corporation is organized as a "Corporation for Profit."

Article - IV

PRINCIPAL ADDRESS AND REGISTERED OFFICE

The street address, city and county of the principal and initial registered office of this Corporation is:

4611 South University Drive, Suite 202
Davie, FL 33328

Article - V

INITIAL REGISTERED AGENT

The name of the initial registered agent of this Corporation at such office address is:

James M. O'Nan 4611 South University Drive
Suite 202, Davie, FL 33328

Article - VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or decreased from time to time by action in accordance with the provisions of the By-Laws. The name and address of the initial director of this Corporation is:

James M. O'Nan 4611 South University Drive
Suite 202, Davie, FL 33328

Article - VII

AMENDMENT

These Articles of Incorporation may be amended by a 51% majority vote of the Board of Directors at any special meeting called for that purpose.

Article - VIII

CORPORATE STOCK SHARES

The Corporation is authorized to issue 500 Shares of Common Stock at \$1.00 par value.

Article - IX

CORPORATE SUBSCRIBER

The name and address of the subscriber of this Corporation is:

James M. O'Nan

4611 South University Drive
Suite 202
Davie, FL 33328

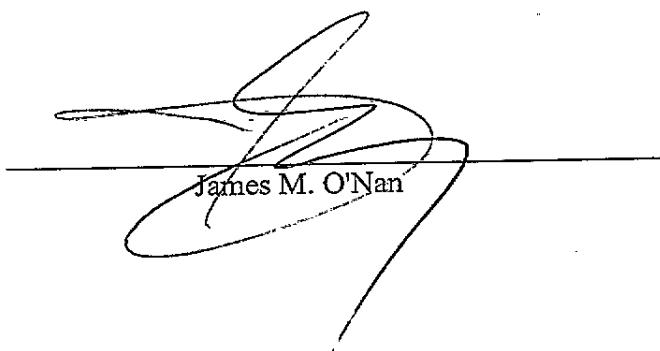
Article - X

DISSOLUTION

In the event of dissolution, the assets of the Corporation will be turned over to the Stockholders. The Board of Directors must pass a 51% majority vote for dissolution of the Corporation at a special meeting called for that purpose.

IN WITNESS WHEREOF, the undersigned being the subscriber and incorporator of this Florida Corporation for Profit have executed these Articles of Incorporation on this 28th day of April, 1998.

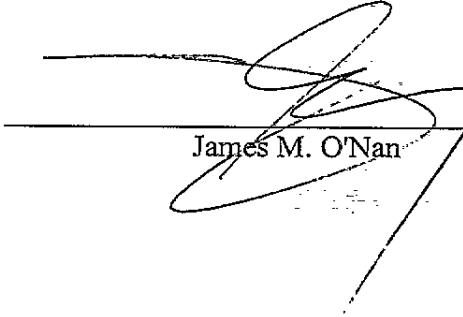
James M. O'Nan



Article - XI

ACCEPTANCE BY REGISTERED AGENT

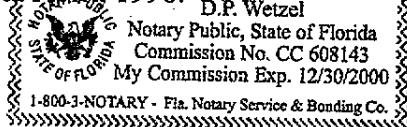
Having been named as Registered Agent and to accept service on the aforesaid Corporation at the place designated in the Articles of Incorporation, I hereby accept the appointment and agree to act in this capacity. I further agree to comply with the provisions and all statutes in the performance of my duties. I am familiar with and accept the obligations of my position as Agent on this 28th day of April, 1998.


James M. O'Nan

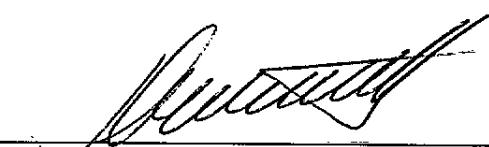
STATE OF FLORIDA: }
 }
COUNTY OF BROWARD: }

BEFORE ME, the undersigned Subscriber, Director and Registered Agent, this date, has personally appeared James M. O'Nan, to me well known to be the person who executed the foregoing Articles of Incorporation and acknowledge before me, according to law, that made and subscribed the same for the purposes mentioned and set forth.

IN WITNESS my hand and official seal at the County and State aforesaid on this 29th day of April 1998. D.P. Wetzel



MY COMMISSION EXPIRES


NOTARY OF PUBLIC, STATE
OF FLORIDA AT LARGE.

NO: _____