

**P98000044545**  
*Woodward, Pires & Lombardo, P.A.*  
ATTORNEYS-AT-LAW

GRAIG R. WOODWARD\*  
MARK J. WOODWARD  
ANTHONY P. PIRES, JR.  
J. CHRISTOPHER LOMBARDO  
STEVEN V. BLOUNT  
JOHN A. GARNER  
CARRIE POULOS-LADEMAN  
BURT L. SAUNDERS  
OF COUNSEL  
\*(BOARD CERTIFIED REAL ESTATE ATTORNEY)

May 12, 1998

Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

800002523528--6

-05/14/98--01064--012  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Wizzard Care Corp.

Dear Sir or Madame:

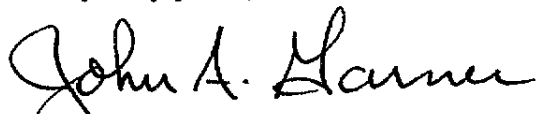
Enclosed you will find one original and one photocopy of Articles of Incorporation for Wizzard Care Corp.

Please file this document as provided by law and return to the undersigned the enclosed copy as well as the Certificate of Incorporation.

Also enclosed is a check in the amount of \$122.50 representing the filing fee for this corporation.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

  
John A. Garner

JAG/  
Enclosures as noted  
c: Andy Dowling

**FILED**  
98 MAY 14 AM 11:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

PLEASE RESPOND TO: MARCO

TS  
5/18

606 BALD EAGLE DR., SUITE 500, P.O. BOX 1, MARCO ISLAND, FLORIDA 34146 (941) 394-5161 FAX (941) 642-6402  
PELICAN BAY 801 LAUREL OAK DR., SUITE 710, NAPLES, FLORIDA 34108 (941) 566-3131 FAX (941) 566-3161

**Articles of Incorporation  
of  
Wizzard Care Corp.**

**FILED**  
98 MAY 14 AM 11:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation is: Wizzard Care Corp.

**ARTICLE II  
CAPITAL STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is 100,000 common shares with a par value of \$0.10 each. Common shares shall be the only class of shares which this Corporation shall have authority to issue.

**ARTICLE III  
INCORPORATOR**

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
John A. Garner	Suite 500 606 Bald Eagle Drive Marco Island, Florida 34145

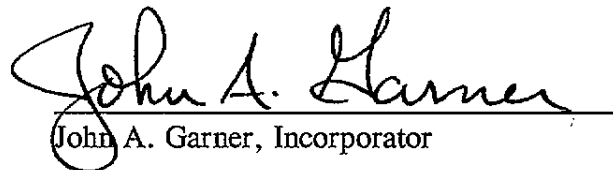
**ARTICLE IV**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is: Suite 500, 606 Bald Eagle Drive, Marco Island, Florida 34145 and the name of the initial registered agent of this Corporation at that address is: John A. Garner.

**ARTICLE V**  
**PRINCIPAL OFFICE**

The address of the principal office of this Corporation shall be 6900 Airport Road North, Naples, Florida 34109.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on May 11, 1998.

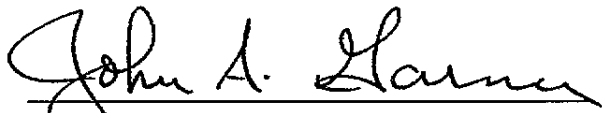
  
John A. Garner, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, AND SECTION 607.0501, FLORIDA  
STATUTES, THE FOLLOWING IS SUBMITTED:

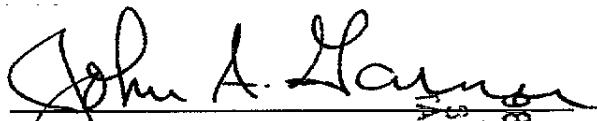
THAT Wizzard Care Corp., desiring to organize or qualify under the laws of the State of  
Florida, with its principal place of business located at 6900 Airport Road North, Naples, Florida  
34109, has named John A. Garner, located at Suite 500, 606 Bald Eagle Drive, Marco Island,  
Florida 34145, as its agent to accept service of process within Florida.

Dated: May 11, 1998

  
John A. Garner, Incorporator

Having been named to accept service of process for the above-stated corporation, at the  
place designated in this Certificate, John A. Garner hereby agrees to comply with the provisions  
of all statutes relative to the proper and complete performance of its duties.

Dated: May 11, 1998

  
John A. Garner

**FILED**  
98 MAY 14 AM 11:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA