P98000046151



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1800002914718—0 -06/24/99—01086—02[*****35.00 *****35.00 CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known): Сору Pick Up Time Walk In Certificate of Status Certificate of Good Stand ARTICLES ONLY ALL CHARTER DOCS ESENEWFILINGS SAMENDMENTS -Amendment Profit Resignation of R.A. Officer/Director NonProfit Certificate of FICTITIOUS NAME Change of Registered Agent Limited Liability Dissolution/Withdrawal Domestication FICTITIOUS NAME SEARCH Merger Other CORP SEARCH Restated + N.C. REGISTRATION/QUALIFICATION SEOTHER FILINGS Foreign Annual Report C. COULLIETTE JUN 2 4 1999 Limited Partnership Fictitious Name Reinstatement Name Reservation Trademark Other

RESTATED

ARTICLES OF INCORPORATION OF NETCARE, CORP. (Document Number P98000046151)

Pursuant to the provisions of Florida Statute 607.1007, this corporation restates its Articles of Incorporation.

ARTICLE I. CORPORATE NAME

The name of this corporation is PHICO, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and the mailing address of this corporation is:

600 North Congress Avenue Suite 550 Delray Beach, Florida 33445

ARTICLE III. CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 1000, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV. REGISTERED AGENT AND OFFICE

The name and address of the registered agent is:

Yves N. PetitHomme II

600 North Congress Avenue

Suite 550

Delray Beach, Florida 33445

CERTIFICATE REGARDING SHAREHOLDER APPROVAL

This restatement does not contain amendments which require shareholder approval, and this restatement has been adopted by the corporation's sole director.

The foregoing RESTATED ARTICLES OF INCORPORATION were adopted and executed this ______ day of June, 1999.

Yves N. PetitHomme II

Prosident and Sole Director

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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

Yves N. PetitHomme II