

5/22/98

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

FAX #: (850)922-4001

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: MEDCARE CENTER, INC.
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ARTICLES OF INCORPORATION

OF

MEDCARE CENTER, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

MEDCARE CENTER, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be: 1981 SW 8 STREET
MIAMI, FL 33135

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

RAY STORMONT
ENTIRE CORPORATE KIT COMPANY
1492 West Flagler Street #200
Miami, Florida 33135
(305) 541-3694

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- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers

To have perpetual succession by its corporate name;
To sue and be sued, complain, and defend in its corporate name
in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure,
and to use the same by causing it, or a facsimile thereof, to
be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own,
hold, improve, use, and otherwise deal in and with real or
personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest
in, lease, exchange, transfer, and otherwise dispose of all or
any part of its property and assets;

To lend money to, and use its credit to assist, its officers
and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise
acquire, own, hold, vote use, employ, sell, mortgage, lend,
pledge, or otherwise dispose of, and otherwise use and deal in
and with, shares or other interests in, or obligations of,
other domestic or foreign corporations, associations,
partnerships, or individuals, or direct or indirect
obligations of the United States or of any other government,
state, territory, governmental district, or municipality or
of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow
money at such rates of interest as the corporation may
determine, issue its notes, bonds, and other obligations, and
secure any of its obligations by mortgage or pledge of all or
any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest
its funds, and take and hold real and personal property as
security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have
offices and exercise the powers granted by this act within or
without this state;

To elect or appoint officers and agents of the corporation and
define their duties and fix compensation.

To make and alter bylaws, not inconsistent with its articles
of incorporation or with the laws of this state, for the
administration;

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To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute S607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 1,000 shares, having an individual par value of \$5.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: FERNANDO J. VALLEJO
2451 BRICKELL AVE. PH-E
MIAMI, FL 33129

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ARTICLE VII

The initial board of Directors shall consist of a total of (2) person(s) and the name and address of the person(s) who is to serve as an initial director(s) is:

EDDY GARCIA, M.D. 770 CLAUGHTON ISLAND PH-29
PRESIDENT MIAMI, FL 33126

FERNANDO J. VALLEJO 2451 BRICKELL AVE. PH-E
V.PRES./TREAS. MIAMI, FL 33129

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

EMPIRE CORPORATE KIT OF AMERICA, INC.
1492 W. FLAGLER ST #200
MIAMI, FL 33135

The undersigned has executed these Articles of Incorporation this 22ND day of MAY, 1998.

Ray Stormont
Incorporator
Ray Stormont/President
Signing for
Empire Corporate Kit of America, Inc.

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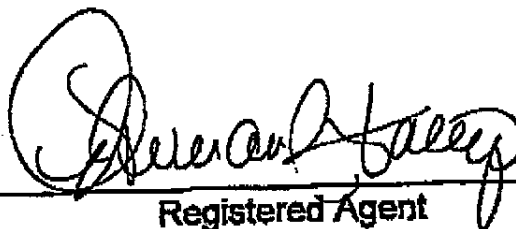
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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that MEDCARE CENTER, INC
(Name of Corporation)
desiring to organize under the laws of the State of FLORIDA
(Florida)
with its principal office, as indicated in the articles of incorporation has
named FERNANDO J. VALEJO
(Name of Registered Agent)
located at 2451 BRICKELL AVE PH-E
City of MIAMI County of DADE State of Florida, as its
agent to accept service of process within this state.

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.

SIGNATURE


Registered Agent

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