

Wallace J.D. Weylie

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350 GULF BLVD.
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(TAMPA BAY AREA)
PHONE (813) 596-9078
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Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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***122.50 ***122.50

July 2, 1998

RE: Incorporation - SPRINGFIELD CARE, INC.

Dear Registrar:

Enclosed in duplicate are Articles of Incorporation regarding the above-named company. A preliminary search for the name indicated that there is no problem with using this name.

Also enclosed is my check in the amount of \$122.50 to cover the fees, including the furnishing of a certification to me.

Thank you for your assistance.

Sincerely,

Weylie
Wallace J.D. Weylie

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98 JUL - 8 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
7-9-98
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ARTICLES OF INCORPORATION

OF -

Springfield Care, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

Springfield Care, Inc.

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TALLAHASSEE, FLORIDA

The principal place of business of this corporation shall be:

350 Gulf Blvd.
Indian Rocks Beach, Florida 33785

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

100,000 shares at \$1.00 each

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - OFFICERS AND DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until his successor is elected is:

Roy Bennett
15 Archer Close
Maidenhead, Berkshire
United Kingdom SL6 6LH

ARTICLES VI - INCORPORATORS

The name and street address of the incorporator to these articles of incorporation is:

Roy Bennett
15 Archer Close
Maidenhead, Berkshire
United Kingdom SL6 6LH

In Witness whereof, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of July, 1998.

Signature of Incorporator:

Roy Bennett
Roy Bennett

State of Florida

County of Pinellas

The foregoing instrument was acknowledged before me this
2nd day of July, 1998 by Roy Bennett of
Springfield Care, Inc., who has produced a passport from the United
Kingdom as identification and who did take an oath.

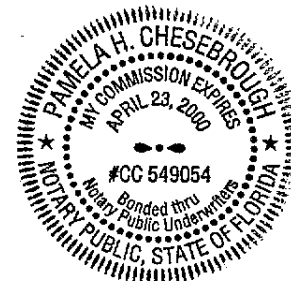
Pamela H. Chesebrough

Notary Public

Commission No.: CC549054

Commission Expires:

4-23-00



**CERTIFICATE DESIGNATING REGISTERED AGENT AND
REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name of the corporation is: Springfield Care, Inc.
2. The name and address of the registered agent and office is:

Wallace J.D. Weylie
350 Gulf Blvd.,
Indian Rocks Beach, FL 33785

Signature: R. Bennett.
Title: PRESIDENT
Date: 2nd JULY 1998

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TALLAHASSEE, FLORIDA

Having been named to accept Service of Process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida Statutes.

Signature Wallace J.D. Weylie
Wallace J.D. Weylie

Date July 2/98