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Attorney At Law

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October 01, 1998

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

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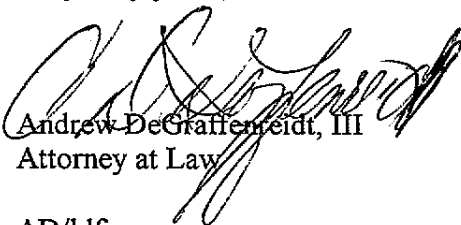
RE: ALL CARE MEDICAL SERVICES, INC.

Gentlemen:

Please find enclosed an original and one copy of the Articles of Incorporation for the above referenced business entity and a check in the amount of \$122.50 to cover the cost of filing a certified copy of the articles.

Thank you for your kind attention and should you need anything further from this office, please let me know.

Very truly yours,


Andrew DeGraffenreidt, III
Attorney at Law

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
98 OCT -5 AM 9:26

ARTICLES OF INCORPORATION
OF
ALL CARE MEDICAL SERVICES, INC.

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DIVISION OF CORPORATIONS
98 OCT -5 AM 9:26

ARTICLE I
CORPORATE NAME

The name of this corporation is ALL CARE MEDICAL SERVICES INC., and its principal place of business shall be located at 155 East Blue Heron Blvd. Riviera Beach Florida, 33404.

ARTICLE II
CORPORATE NATURE

This is a corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III- PURPOSES

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE-IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of common stock at One Dollar (\$1.00) par value, which shall be designated as "Common Shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 155 East Blue Heron Blvd., Riviera Beach Florida, 33404, and the name of the initial registered agent of this corporation at that address is CAROL V. VARONIQUE.

ARTICLE VII - DIRECTORS

Initially, this corporation shall one Director who shall serve until successors shall be elected or appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. the name and address of the initial director is as follows:

NAME	ADDRESS
CAROL V. VARONIQUE	2111 Brandywine Road, suite 314 West Palm Beach, FL 33409

ARTICLE -VIII -OFFICERS

The name and address of the initial offices of the corporation, who shall serve until their successors shall be elected or appointed, are:

NAME	ADDRESS
CAROL VARONIQUE PRESIDENT	2111 Brandywine Road, suite 314 West Palm Beach, FL 33409

ARTICLE - IX - INCORPORATOR

The name and address of the Incorporator signing these articles is:

NAME	ADDRESS
CAROL V. VARONIQUE	2111 Brandywine Road, suite 314 West Palm Beach, FL 33409

ARTICLE - X-INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former officer or Director, to the full extent permitted by law, No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer as provided in section 607.0831, Florida Statutes (1998).

ARTICLE- XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator have executed these Articles of Incorporation on the date of signing.

Dated: September 23, 1998.

By Carol V. Varonique
CAROL V. VARONIQUE
Incorporator

CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted

First, that ALL CARE MEDICAL SERVICES, INC., desiring to organize or qualify under the laws of the State of Florida, has named CAROL V. VARONIQUE, as its agent to accept service of process within Florida.

Dated: September 23, 1998.

By Carol V. Varonique
CAROL V. VARONIQUE
Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above started corporation, at the place designated in this certificate, I hereby 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.

Dated: September 23, 1998.

By Carol V. Varonique
CAROL V. VARONIQUE
Registered Agent

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