

P98000091019
Transmittal Letter

FILED
98 OCT 26 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 23/1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fla. 32314
954) 749-3883
Dear Sir:

100002671931--9
-10/26/98--01034--009
****122.50 *****78.75

Enclosed please find Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, together with our check in the amount of \$ 122.50 to cover the filing fee, certified copy charge, designation of registered agent, and charter tax.

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to the above address.

Sincerely,

Uter Glasford

Enclosures

Uter Glasford

Uter Glasford GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Health care* *in corp name*
DATE *10/26/98*
DOC. # *EXAM*

P. Hall

OCT 26 1998

(3)

**ARTICLES OF INCORPORATION
OF
GLOBAL HEALTHCARE MANAGEMENT CO. INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the law of the State of FLORIDA

ARTICLE I NAME

The name of the corporation shall be
GLOBAL HEALTHCARE MANAGEMENT CO. INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the law of the United States, the State of FLORIDA, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 2,000,000 shares of common stock.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 5265 NW 73RD WAY Landerdale Lakes, FLORIDA 33319 and the name of the initial Registered Agent for the corporation at that address is GLASFORD UTER.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall in the absence of fraud, be indemnified whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other right to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

GLASFORD UTER - PRESIDENT
5265 NW 73RD WAY
LAUDERHILL, FL. 33319

DAVID NEPTUNE - VICE PRESIDENT
4209 N. STATE ROAD 7,
LAUDERDALE LAKES, FL 33319

LARNIEVE O. UTER - SECRETARY
5265 NW 73RD WAY,
LAUDERHILL, FL 33319

ARTICLE IX INCORPORATOR

The name and address of the incorporator is :

GLASFORD UTER - PRESIDENT
5265 NW 73RD WAY
LAUDERHILL, FL. 33319

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on
this 23 day of Oct, 1998

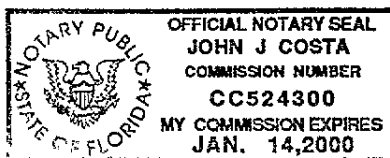
Incorporator :


GLASFORD UTER

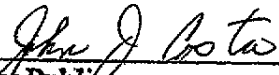
STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was executed and acknowledged before me
this 23 day of Oct, 1998, by

GLASFORD UTER - PRESIDENT



(SEAL)


Notary Public
State of Florida
My Commission Expires : _____

DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

The following is submitted in compliance with the law of the State of FLORIDA .
GLOBAL HEALTHCARE MANAGEMENT CO. INC., a corporation organizing under
the of the State of FLORIDA , With its principal office located at 4309 N. STATE RD
7 - LAUDERDALE LAKES, FLORIDA 33319 as its Agent to accept service of process
within this State.

ACCEPTANCE :

I agree as Registered Agent to accept service of process ; to keep the office open
during prescribed hours ; to post my name (and any other officers of said corporation
authorized to accept service of process at the above designated address) in some
conspicuous place in the office as required by law.

Registered Agent :

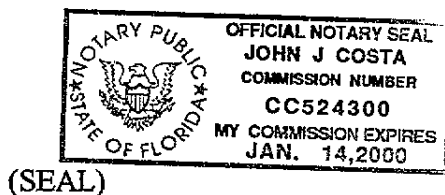
Richard J. Uter
GLASFORD UTER

STATE OF FLORIDA
COUNTY OF BROWARD

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME , the undersigned authority , this day personally appeared GLASFORD
UTER , who , after being duly sworn , deposes and say that the facts and matter contain
above are true and correct , and that he has executed same for the purposes expressed
herein .

WITNESS my hand and official seal this 23 day of Oct , 1998.



John J. Costa
Notary Public

State of FLORIDA
My Commission Expires :
