

P98000099490

ICARDI & ICARDI, P.A.
337 Lookout Place, Suite 100
P.O. Box 1656

98 NOV 23 AM 11:12
Maitland, Florida 32794
407-647-1859
Fax: 407-647-3224

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 20, 1998

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

100002694281--2
-11/23/98--01133--003
****122.50 ****78.75

RE: TOTALKARE, INC.

Dear Sir/Madam:

Enclosed are an original plus one copy of Articles of Incorporation for Totalkare, Inc. and a check in the sum of \$122.50. Also enclosed is a stamped, self-addressed envelope for return of the certified copy.

Thank you.

Very truly yours,

Gloria L. Latoski

Gloria L. Latoski
Legal Assistant

Enclosure

G:\WP50\DATA\JEFF\LETTERS\ROSELTR

P. Hall

NOV 30 1998
3

**ARTICLES OF INCORPORATION
OF
TOTALKARE, INC.**

FILED
98 NOV 23 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Florida corporation under the Florida General Corporation Act, Chapter 607, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is TOTALKARE, INC. and the principal address for the corporation is 237 Lookout Place, Suite 100, Maitland, FL 32751.

ARTICLE II. DURATION

The corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III. PURPOSE

The corporation is organized for the purposes of transacting any and all lawful business for which corporations may be incorporated in the State of Florida.

ARTICLE IV. CAPITAL STOCK

The corporation is authorized to issue:

7,500 shares of common stock at par value of \$1.00 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 237 Lookout Place, Suite 100, Maitland, Florida 32751 and the name of the initial registered agent for the corporation at the address is Jeffrey A. Icardi.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially, who shall manage the corporation until such time as shares of stock in the corporation are duly issued. The name and address of the initial director of the corporation is:

Imad Masri
237 Lookout Place, Suite 100
Maitland, FL 32751

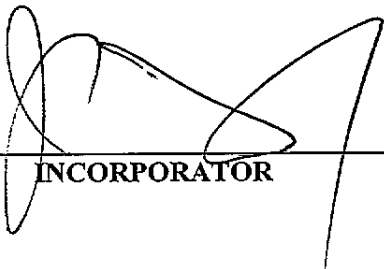
ARTICLE VII. INCORPORATOR

The name and address of the person signing these Articles is:

Jeffrey A. Icardi
Post Office Box 1656
Maitland, FL 32794-1656

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this

70th day of November, 1998.



INCORPORATOR

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County stated above, personally appeared JEFFREY A. ICARDI, who is personally known to me and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 20th day of November, 1998.

Gloria L. Latoski
NOTARY PUBLIC
My Commission Expires:



GLORIA L. LATOSKI
My Commission CC435952
Expires Mar 02, 1999
Bonded by HAI
800-422-1880

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Section 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that TOTALKARE, INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at the City of Orlando, County of Orange County, State of Florida, has named Jeffrey A. Icardi, located at 237 Lookout Place, Suite 100, City of Maitland, County of Orange, State of Florida, as its agent to accept service of process within this state.

BY: _____

[Signature]

ACKNOWLEDGMENT

FILED

98 NOV 23 AM 11:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY: _____

Registered Agent