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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

FM QUALITY CARE, INC.

Certificate of Status	1
Certified Copy	1
Page Count	05
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ARTICLES OF INCORPORATION

OF

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be: FM QUALITY CARE, INC.

ARTICLE II

CORPORATE EXISTENCE

The existence of the Corporation shall be perpetual. Corporate existence shall begin upon the filing of the Articles of Incorporation by the Department of State.

ARTICLE III

NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue a maximum of ONE HUNDRED (100) shares of stock. The shares of stock authorized shall be common stock having a par value of FIVE (\$5.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

These articles prepared by:

Frank Murray, P.A.
10800 Biscayne Blvd., #545
Miami, Florida 33161
(305) 895-2500

FLORIDA BAR #112415

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ARTICLE V

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Resident Agent and Registered office in the State of Florida shall be:

FRANK MURRAY
10800 Biscayne Blvd. #545
Miami, FL 33161

The principal address of the Corporation and the address of the Registered Agent are the same:

FRANK MURRAY
10800 Biscayne Blvd. #545
Miami, FL 33161

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this Corporation is:

FRANK MURRAY
10800 Biscayne Blvd. #545
Miami, FL 33161

FELICITE MILDOR
1555 NE 174 Street
North Miami Beach, FL 33161

ARTICLE VII

INCORPORATORS

The name and post office address of the incorporator executing these Articles of Incorporation is as follows:

INCORPORATOR

FRANK MURRAY

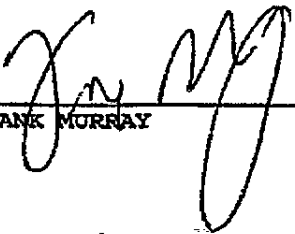
ADDRESS

10800 Biscayne Blvd. #545
Miami, FL 33161

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The undersigned, being the original subscriber to these Articles of Incorporation, for the purposes of forming a Corporation for profit and to do business both within and without the State of Florida, does hereby make, subscribe, acknowledge, and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and accordingly, has hereunto sets his hand and seal this 12th day of March, 1999.


FRANK MURRAY

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

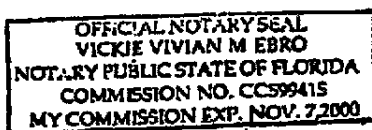
BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State of Florida, County of Dade, to take acknowledgments, personally appeared, FRANK MURRAY, to me known to be the person described as incorporator in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 12th day of March, 1999.

Affiant is known personally to me.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES:



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

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

First -- That FM QUALITY CARE, INC.

desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of
Incorporation at City of Miami, County of Dade, State of Florida

has named FRANK MURRAY

located at 10800 Biscayne Blvd. #545

City of Miami County of Dade

State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at 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.


FRANK MURRAY

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