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Florida Department of State
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Account Name : FAS-T CORP. AGENTS, INC.
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FLORIDA PROFIT CORPORATION OR P.A.

PRO-CARE, W.M.S., INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

11-11-46

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 12, 1999

FAS-T CORP.

SUBJECT: PRO-CARE, W.M.S., INC.
REF: W99000011146

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

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

ARTICLE I NAME

The name of the corporation shall be: PRO-CARE, W.M.S., INC.

The principal place of business of this corporation shall be: 6610 N.W. 75th PLACE
PARKLAND, FLORIDA 33067

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 value that this corporation is authorized to have outstanding at any one time is: 1000 SHARES @ ONE DOLLAR (\$1.00) PAR VALUE.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

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

CAROL A. PIEGARI - PRESIDENT
6610 N.W. 75th PLACE
PARKLAND, FLORIDA 33067

PREPARED BY:

BARBARA STRONG, C.P.A.
9401 N.W. 202nd Street
Miami, Florida 33056-1722

Phone# (305)-623-5109

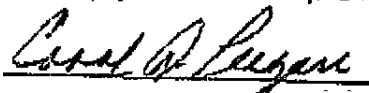
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

CAROL A. PIEGARI - PRESIDENT
6610 N.W. 75th PLACE
PARKLAND, FLORIDA 33067

IN WITNESS WHEREOF, the undersigned incorporator(s)
has (have) executed these Articles of Incorporation
this, 7TH day of MAY 1999

Signature(s) of Incorporator(s)


CAROL A. PIEGARI

PREPARED BY:

BARBARA STRONG, C.P.A.
3401 N.W. 202nd Street
Miami, Florida 33056-1722

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/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/registered agent, in the State of Florida.

1. The name of the corporation:

PRO-CARE, W.M.S., INC.

2. The name and address of the registered agent and office is:

BARBARA STRONG, C.P.A.

3401 N.W. 202nd Street

Miami, Florida 33056-1722

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SIGNATURE

Barbara Strong
 BARBARA STRONG, C.P.A.

TITLE

CERTIFIED PUBLIC ACCOUNTANT

DATE MAY 7th, 1999

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, FLORIDA STATUTES.

SIGNATURE

DATE

Barbara Strong
 May 7th, 1999