Hest Law Offices

BRUCE H. HEST, P.A. BRUCE H. HEST, JD, LLM (TAX) MEMBER, FL, MASS, NY and DC BARS 4-49000063656

561 / 451 0777

Corporate Centre
7777 Glades Road • Suite 207 • Boca Raton, Florida 33434

July 15, 1999

New York • Boston
 Reply to Boca Raton

Doris Brown
Document Specialist
State of Florida
Department of State
Corporation Division
409 East Gaines Street
Tallahassee, FL. 32399 850-487-6972
via AIRBORNE # 2372848774

RE: TOTAL CARE, INC.
Ref Number W990000-15464
Letter Number 299A00034962

Dear Sir or Madam:

In connection with the above referred filing, we have receive d the Department's rejection. In connection therewith, enclosed please find a re-filing of Articles of Incorporation under the name "AIDES TO THE RESCUE, INC.", which we were advised on July 12, 1999 is available.

Enclosed please find one original and one copy of the Articles of Incorporation for AIDES TO THE RESCUE, INC. Please file the original in your offices and certify and return to us one certified copy.

We have already sent our check for the filing fee, and to certify.

A Federal Express return Airbill #805910702663 is enclosed for your use in returning the certified copy to us. Should you need to contact this office, please leave a detailed voice mail message with your name and number at 561-451-0777.

Thank you for your prompt attention and courtesy.

Very truly yours, BRUCE H. HEST, PA

Bruce H. Hest, Esq.

cc. Sol Schulman 5851 Holmberg Road #3421 Parkland FL 33067

189, 2544,2551,2550

2/99-15464



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

July 2, 1999

BRUCE H. HEST, ESQ. CORPORATE CENTRE 7777 GLADES RD., SUITE 207 BOCA RATON, FL 33434

SUBJECT: TOTAL CARE, INC. Ref. Number: W99000015464

We have received your document for TOTAL CARE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

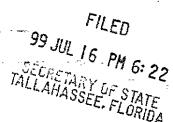
If you have any questions concerning the filing of your document, please call (850) 487-6972.

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

Doris Brown Document Specialist

Letter Number: 299A00034962

ARTICLES OF INCORPORATION OF AIDES TO THE RESCUE, INC.



ARTICLE - NAME

The name of this corporation is AIDES TO THE RESCUE, INC.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting or engaging in any or all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

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

ARTICLE V - PRE-EMPTIVE 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-rata 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 and city of the initial registered office of the corporation is c/o Bruce H. Hest, PA, 7777 Glades Road Suite 207, Boca Raton, Florida 33434 and the name of the registered agent at such address is Bruce H. Hest, Esq.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws. However, there shall never be less than one Director nor more than five. The names and addresses of the initial Board of Directors of the corporation is:

SOL SCHULMAN

5851 Holmberg Road #3421

Parkland, FL 33067

NICOLE LEACH

220 NW 38th Place Pompano Beach, FL. 33064

ARTICLE VIII - INCORPORATORS

The name and address of the incorporator signing these Articles is SOL SCHULMAN, 5851 Holmberg Road #3421, Parkland, FL. 33067.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

Dated this _____ day of July, 1999.

IN WITNESS WHEREOF, the undersigned being the incorporator of this corporation, has signed these Articles of Incorporation.

SOL SCHULMAN

STATE OF FLORIDA COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared SOL SCHULMAN who is personally known to me, and who executed the foregoing articles of incorporation and he acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this of July, 1999.

Notary Public

BRUCE H. HEST

My commission expires:

Bruce H. Hest & Commission # CC 247641 & Expires March 1, 2000 BONDED THRU ATLANTIC BONDING CO., INC.

CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to the provisions of Section 607.325, Florida Statutes, the following is submitted:

AIDES TO THE RESCUE, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 5851 Holmberg Road #3421, Parkland, FL. 33067, has named Bruce H. Hest, Esq., BRUCE H. HEST, PA., located at Suite 207, 7777 Glades Road, Boca Raton, Florida 33434, as its agent to accept service of process within Florida.

Dated July _______, 1999.

SOL SCHULMAN

ACCEPTANCE BY REGISTERED AGENT

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.

BRUCE_H. HEST, PA

Bruce H. Hest, President