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*Selman & Claire*

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RICHARD M. SELMAN, P.A.\*  
ROBERT I. CLAIRE, ESQUIRE, P.A.\*\*

\* ALSO ADMITTED IN NEW JERSEY  
\*\* CERTIFIED PUBLIC ACCOUNTANT

October 13, 1999

**FEDERAL EXPRESS**

State of Florida  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

200003014612--8  
-10/14/99--01054--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**RE: We Care Ambulatory Services, Inc.**

Dear Sir/Madam:

Enclosed is an original and one (1) copy of Articles of Incorporation for the above referenced corporation.

Also enclosed is check in the amount of \$78.75 for filing fees as follows for the corporation:

Filing Fees \$ 35.00  
Cert. copy 8.75  
Reg. Agent 35.00  
Amount \$ 78.75

Your expediency in returning the filed Articles of Incorporation is appreciated.

Should you have any questions, please do not hesitate to call our office.

Very truly yours,

  
Robert I. Claire, Esq.

RIC/cg  
Enclosures/check

FILED  
TALLAHASSEE, FLORIDA  
99 OCT 14 AM 10:01

gjc  
10/19

**ARTICLES OF INCORPORATION**

**OF**

**WE CARE AMBULATORY SERVICES, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME & PRINCIPAL ADDRESS OF BUSINESS

The name and address of the corporation shall be:

**WE CARE AMBULATORY SERVICES, INC.  
5180 West Atlantic Avenue, Suite 120  
Delray Beach, FL 33484**

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The general purposes for which the corporation is organized are as follows:

A. To provide medical transportation and delivery services.

B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act.

C. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

FILED  
99 OCT 14 AM 10:01  
TALLAHASSEE FLORIDA

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have par value of One Dollar (\$1.00) per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the corporation is 7280 W. Palmetto Park Road, Suite 106, Boca Raton, Florida 33433 and the name of its initial Registered Agent at that address is Robert I. Claire.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the By-laws but shall never be less than one. The names and addresses of the initial Directors of the corporation are as follows:

Nina S. Newman      5180 West Atlantic Avenue  
Suite 120  
Delray Beach, FL 33484

William E. Fliegelman      5180 West Atlantic Avenue  
Suite 120  
Delray Beach, FL 33484

ARTICLE VII  
OFFICERS

The names and addresses of each initial officer is as follows:

William E. Fliegelman      5180 West Atlantic Avenue  
President                   Suite 120  
Delray Beach, FL 33484

Nina S. Newman              5180 West Atlantic Avenue  
Secretary and Treasurer   Suite 120  
Delray Beach, FL 33484

Julie Krause                5180 West Atlantic Avenue  
Vice President             Suite 120  
Delray Beach, FL 33484

ARTICLE VIII  
INCORPORATORS

The name and address of each Incorporator is as follows:

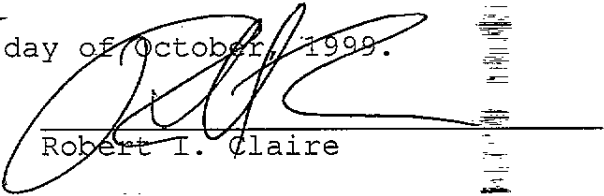
Robert I. Claire            7280 W. Palmetto Park Rd.  
Suite 106  
Boca Raton, Florida 33433

ARTICLE IX

AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles  
of Incorporation on the 13<sup>th</sup> day of October, 1999.

  
Robert I. Claire

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this  
13<sup>th</sup> day of October, 1999, by Robert I. Claire, who is personally  
known to me or who has produced \_\_\_\_\_ as  
identification and who did/did not take an oath.

My commission expires:

  
NOTARY PUBLIC

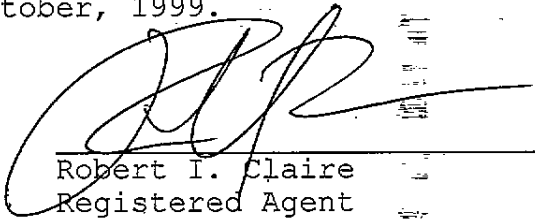


Karen C. Richardt  
MY COMMISSION # CC729773 EXPIRES  
April 16, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered  
Agent of **WE CARE AMBULATORY SERVICES, INC.** which is contained in  
the foregoing Articles of Incorporation.

DATED this 13<sup>th</sup> day of October, 1999.

  
Robert I. Claire  
Registered Agent

**FILED**  
99 OCT 14 AM 10:01  
TALLAHASSEE, FLORIDA  
STATE