

95248

OFFICE USE ONLY

LAZARUS CORPORATE FILING SERVICE, INC.
 (Requestor's Name)

3320 S.W. 87th AVENUE
 (Address)

MIAMI, FLORIDA (305)552-5973
 (City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. NATIONS MANAGE CARE INC
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

- Walk in Pick up time 2.00 Certified Copy
- Mail out Will wait Photocopy Certificate of Status

FILED RECEIVED
 99 OCT 28 PM 2:42
 99 OCT 28 AM 11:49
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 -10/28/99--01038--017
 *****78.00 *****78.00

[Handwritten Signature]

Examiner's Initials

ARTICLES OF INCORPORATION
OF
NATIONS MANAGE CARE INC.

FILED
99 OCT 28 PM 2:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

Article I

The name of this corporation shall be NATIONS MANAGE CARE INC.

ARTICLE II

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

ARTICLE III

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida General Corporations Act as now exists or may after be amended.

ARTICLE IV

The aggregate number of shares which the corporation has authority to issue is **ONE THOUSAND** (1,000) shares, all of which shall be common shares with No Par Value per share.

ARTICLE V

The street address of the initial registered office of this corporation is 1840 W 49TH ST. Hialeah, Fl and the name in the initial registered agent at such address is Miguel Palacios

ARTICLE VI

This Corporation shall have the following officers and directors:

Miguel Palacios **PRESIDENT** **(100% SHARES)**

ARTICLE VII

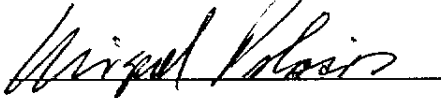
The names and post office addresses of the incorporators signing these Articles of Incorporation Are:

MIGUEL PALACIOS **1840 W. 49 ST.**
HIALEAH , FL 33012

ARTICLE VIII

This 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 shareholders.

IN WITNESS WHEREOF, I have subscribed my name this 13 day
of October, 1999.



MIGUEL PALACIOS

STATE OF FLORIDA)
COUNTY OF DADE)SS.

On this 23 day of October, 1999 Before Me, the undersigned officer, personally appeared, known to me to be the persons who subscribed the foregoing instrument and they acknowledged that executed the same for the therein contained as their act and deed.



NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My Commission expires:



Rosa Maria Perez
My Commission CC588781
Expires Sep. 21, 2000

STATE OF FLORIDA
DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED:

The following is submitted in compliance with Section 48.081,
FLORIDA STATUTES:

a corporation organized (or organizing under the laws
of the State of Florida) with its principal office in the city of
Hialeah, State of Florida has named:

MIGUEL PALACIOS
1840 W 49 ST.
HIALEAH FL. 33012

as its agent to accept service of process within the State.

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process to keep
my office open during prescribed hours.

DATE: 10/23/99

BY: Miguel Palacios
MIGUEL PALACIOS

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99 OCT 28 PM 2:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA