

PO00000116954

JOSEPH DEGREGORIO
4111 North Lockwood Ridge Road
Sarasota, Florida 34234-5558
(941) 351-4000 Ext. 4430

December 14, 2000

Florida Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: New Corporate Filing
HEALTHCHECK USA, INC.

FILED
00 DEC 18 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed herewith for filing please find the original, duly executed Articles of Incorporation and Registered Agent designation for the above-named corporation.

Also enclosed is a check in the sum of \$78.75, representing the filing fees for same and for a certified copy of a Certificate of Status.

Kindly accept the enclosed for filing and return the requested Certificate of Status to the undersigned as soon as possible.

Thank you.

Rec. 12/18

Sincerely,


Joseph DeGregorio

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-12/18/00--01034--003
*****78.75 *****78.75


12/26

ARTICLES OF INCORPORATION
OF
HEALTHCHECK USA, INC.

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

ARTICLE I NAME

The name of the corporation shall be:

HEALTHCHECK USA, INC.

The principal place of business of this corporation shall be:

4111 North Lockwood Ridge Road
Sarasota, Florida 34234-5558

ARTICLE II NATURE OF BUSINESS

The 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 par value that this corporation is authorized to have outstanding at any one time is:

10,000 shares at no par value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

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ARTICLE V OFFICER(S)/DIRECTOR(S)

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

JOHN SMITH, VICE PRESIDENT
4111 NORTH LOCKWOOD RIDGE ROAD
SARASOTA, FLORIDA 34234-5558

JOSEPH DEGREGORIO, PRESIDENT
4111 NORTH LCOKWOOD RIDGE ROAD
SARASOTA, FLORIDA 34234-5558

ARTICLE VI INCORPORATOR(S)

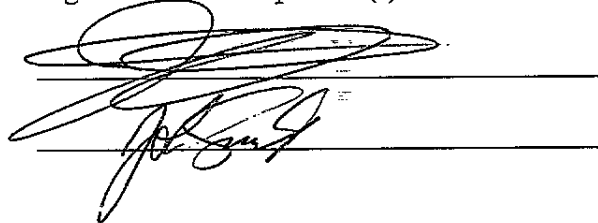
The name(s) and street addresses of the Incorporator(s) to these articles of incorporation is (are):

JOHN SMITH
4111 NORTH LOCKWOOD RIDGE ROAD
SARASOTA, FLORIDA 34234-5558

JOSEPH DEGREGORIO
4111 NORTH LCOKWOOD RIDGE ROAD
SARASOTA, FLORIDA 34234-5558

IN WITNESS WHEREOF, the undersigned incorporator(s) has/have executed these Articles of Incorporation this 13 day of December, 2000.

Signatures of Incorporator(s)



CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of 6-7.325, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: HEALTHCHECK USA, INC.

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

JOHN SMITH

4111 NORTH LOCKWOOD RIDGE ROAD

SARASOTA, FLORIDA 34234-5558

SIGNATURE: _____

John Smith V.P.
(Corporate Officer)

TITLE: _____

Vice President

DATE: _____

12-14-00

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.

SIGNATURE: _____

John Smith
(Registered Agent)

DATE: _____

12-14-00

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