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To: Division of Corporations
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From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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FLORIDA PROFIT CORPORATION OR P.A.

BAYSIDE HEALTHCARE WINTERHAVEN, INC.

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

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ARTICLES OF INCORPORATION

OF

BAYSIDE HEALTHCARE WINTER HAVEN, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is "BAYSIDE HEALTHCARE WINTER HAVEN, INC."

ARTICLE II

This corporation shall have perpetual existence. The corporation may engage in the transaction of any or all lawful businesses for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

The street address of the principal office of the Corporation is 1903 Lumsden Road, Brandon, Florida 33511

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is One Thousand (1,000), all of which shall be Common Shares having a par value of \$1.00. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 5327 Commercial Way, Park Place, Suite D-122, Spring Hill FL 34606. The initial registered agent for the Corporation at that address is Phillip Bombhoff, Jr., Esq..

Prepared By: Phillip Bombhoff, Jr., Esq., Florida Bar No: 0066559, 5327 Commercial Way, Park Place, Suite D-122, Spring Hill FL 34606.

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ARTICLE VI

The initial board of directors shall consist of (1) member. The names and address of the persons who will serve on the initial board of directors are: Kevin Donofrio, 1903 Lumsden Road, Brandon Florida 33511.


ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation is Kevin Donofrio, 1903 Lumsden Road, Brandon Florida 33511.

ARTICLE VIII


The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 36th day of JANUARY, 2001.


Kevin Donofrio

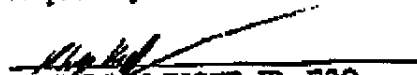
ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Bayside Healthcare Winter Haven, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Philip Bomhoff, Jr., Esq.

Date: 1/26/01

Prepared by:


PHILIP BOMHOFF, JR., ESQ.
FL. Bar No.: 0066559
Bomhoff & Associates
5327 Commercial Way
Park Place, Suite D-122
Spring Hill FL 34606
(352) 597-0009

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