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Kevin Earkman Phone 407 876-2200

Umc

603 Main St.

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Windermere State FL ZIP 34786

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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

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**ARTICLES OF INCORPORATION
OF
PREMIERCARE HOLDING COMPANY, INC.**

The undersigned, acting as incorporator of a corporation under the laws of the State of Florida (the "Act"), adopts the following Articles of Incorporation for such corporation.

ARTICLE I

Name

The name of the Corporation shall be **PremierCare Holding Company, Inc.**

ARTICLE II

Duration

The duration of the Corporation shall be perpetual. This Corporation shall begin its corporate existence as of the date that these Articles are filed with the Secretary of State.

ARTICLE III

Purposes

The purposes of the Corporation shall be to transact any and all lawful business for which corporations may be incorporated under the Act.

ARTICLE IV

Authorized Shares

The aggregate number of shares of stock of all classes which the Corporation has authority to issue is Two Thousand (2,000) shares, which are divided into two classes of One Thousand (1,000) shares of Class A (voting) Common Stock and One Thousand (1,000) shares of Class B (non-voting) Common Stock. Class A and Class B have identical rights and privileges, including identical rights to distributions, except in a situation of a distribution of securities of another business entity by the Corporation to the Shareholders, in which voting securities shall be distributed with respect to the Class A Stock and non-voting securities shall be distributed with respect to the Class B Stock. Except as otherwise required by the Act, Class B shares have no voting rights.

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ARTICLE V

Preemptive Rights

The holders of the Class A and Class B Common Shares of the Corporation shall have a preemptive right (to be granted on such uniform terms and conditions [as to percentages and not as to class of shares] as shall be prescribed by the Board of Directors) to acquire unissued shares of the Corporation or securities of the Corporation convertible into or carrying a right to subscribe to or acquire such shares, including, without limitation, such unissued shares or securities otherwise proposed to be issued (i) for money, (ii) as compensation to directors, officers, agents or employees of the Corporation or any subsidiary or affiliate, (iii) in satisfaction of conversion or option rights, (iv) for consideration other than money, valued as determined by the Board of Directors, by its discretion. However, the preemptive rights of the Class B shareholders shall be limited to the right to subscribe for Class B shares in a sufficient amount to permit such Class B shareholder to maintain such Class B shareholder's percentage ownership of the Corporation. In no event shall a Class B shareholder be deemed to have the right, under this provision, to acquire Class A shares. In the event that Class B shares are offered, then the Class A shareholders shall be permitted to acquire Class B shares without restriction, as necessary to maintain their ownership percentages of the Corporation.

ARTICLE VI

Board or Directors

The affairs of the Corporation shall be managed and conducted by a Board of Directors. The number of directors shall be determined in the manner prescribed from time to time by the Bylaws of the Corporation.

ARTICLE VII

Registered Office; Registered Agent

The street address of the registered office of the Corporation is 603 Main Street, P.O. Box 1100, Windermere, Florida 34786 and the name of the registered agent at such address is Kevin Barkman.

ARTICLE VIII

Principal Office

The mailing address of the principal office of the Corporation is 603 Main Street, P.O. Box, Windermere, Florida 34786.

ARTICLE IX

Indemnification and Insurance

A. Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except as provided in paragraph B hereof, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this paragraph A of Article IX shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that, if the Act requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this section or otherwise. The Corporation may, by action of its Board of Directors, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

B. Right of Claimant to Bring Suit. If a claim under paragraph A of this Article IX is not paid in full by the Corporation within 30 days after a written claim has been received by the Corporation, the claimant may, at any time thereafter, bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any

proceeding in advance of its formal disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standard of conduct which makes it permissible under the Act for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counselor its shareholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Act, nor an actual determination by the Corporation (including its Board of Directors, independent legal counselor its shareholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

C. Non-Exclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article IX shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaw, agreement, vote of shareholders or disinterested directors or otherwise.

D. Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Act.

ARTICLE X

Limitation on Director Liability

A. Scope of Limitation. A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for any act or omission constituting a breach of his or her duty as a director, unless such act or omission (i) relates to a transaction in which the director has a personal financial interest which is in conflict with the financial interests of the Corporation or its shareholders; (ii) is not in good faith or involves intentional misconduct or is known to the director to be a violation of law; (iii) is a vote for or assent to an unlawful distribution to shareholders as prohibited under Act; or (iv) relates to a transaction from which the director derives an improper personal benefit.

B. Amendment of Act. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended, and without the necessity for further shareholder action in respect thereof. This provision shall not apply to amendments that extend or increase the personally liability of a director, which may only be adopted by a formal amendment of these Articles.

C. Repeal or Modification. Any repeal or modification of this Article X by the shareholders of the Corporation shall not adversely affect any right or protection of a director of

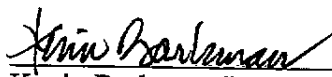
the Corporation hereunder in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE XI

Incorporator

Kevin Barkman, whose address is 603 Main Street, P.O. Box, Windermere, Florida 34786 is the sole incorporator of the Corporation.

IN TESTIMONY WHEREOF, witness the signature of the incorporator of the Corporation this NOVEMBER 16, 2001.



Kevin Barkman, Incorporator

This instrument prepared by:
Joseph A. Kirwan, Esq.
Ogden Newell & Welch PLLC
1700 PNC Plaza
500 W. Jefferson St.
Louisville, Kentucky 40202
(502) 582-1601

CONSENT OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above state corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Kevin Barkman, Registered Agent

Dated: NOVEMBER 16, 2001

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