

HPC AMERICA INC.

P95000009158

The Home Patient Care Companies

One Hook Road
P.O. Box 1188
Sharon Hill, PA 19079
215-586-8514
FAX: 215-586-4243

January 30, 1995

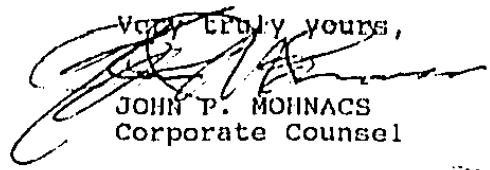
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: HOME PATIENT CARE, INC. (KEY WEST)

Dear Sir:

Enclosed for filing please find an original and one (1) copy of the Articles of Incorporation, Certificate of Registration of Registered Agent and Registered Office, transmittal letter and a check in the amount of \$122.50 representing filing fees and costs of a copy under seal.

Kindly return a copy under seal to me in the enclosed pre-paid self addressed air bill. If I can be of any assistance in this matter please contact me directly at 215/637-8502. Thank you for your assistance in this matter.

Very truly yours,

JOHN P. MOHNACS
Corporate Counsel

800001 1294648
-02/01/95--01001--014
***122.50 ***122.50

FILED
95 JAN 31 AM 10:16
STATE
TALLAHASSEE, FLORIDA

HPC AMERICA INC.

The Home Patient Care Companies

One Hook Road
P.O. Box 1188
Sharon Hill, PA 19079
215-586-8514
FAX: 215-586-4243

January 30, 1995

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

RE: Home Patient Care, Inc. (Key West)

Dear Sir:

Enclosed is an original and one (1) copy of the articles of incorporation and a check in the amount of:

 X \$122.50

FROM: JOHN P. MOINACS
ONE HOOK ROAD
SHARON HILL, PA 19079
PHONE: 215/637-8502

ARTICLES OF INCORPORATION
OF
HOME PATIENT CARE, INC. (KEY WEST)

FILED
95 JAN 31 AM 10:17
CLERK OF THE CIRCUIT COURT
DALLAS COUNTY, FLORIDA

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

HOME PATIENT CARE, INC. (KEY WEST)

ARTICLE II PRINCIPAL OFFICE

The mailing address of the initial principal office of this corporation is 3100-A Flagler Street, Key West, Florida 33040. The Board of Directors may, from time to time, change the street and post office address of the principal office of the corporation.

ARTICLE III PURPOSE

To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of capital stock.

The common stock of the corporation shall have the following characteristics:

- (a) The stock shall be without par value.
- (b) At all meetings of the shareholders, the common shareholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common shareholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes

shall be voted exclusively in the holders of the outstanding common stock.

- (d) The Board of Directors shall have the full authority permitted by law to fix by resolution, full, limited, multiple, or fractional, or no voting rights, and such designations, preferences, qualifications, privileges, limitations, restrictions, options, conversion rights, and other special or relative right of, and the number of authorized shares (within the total number of shares of all classes and series authorized by these Articles) of, any class or any series of any class that may be desired.
- (e) The shareholders of the corporation do not have a preemptive right to acquire the corporation's unissued shares except to the extent the Articles of Incorporation provide.
- (f) The corporation elects to have preemptive rights as follows:
 - (1) The shareholders of the corporation have a preemptive right, granted on uniform terms and conditions prescribed by the Board of Directors to provide a fair and reasonable opportunity to exercise the right, to acquire proportional amounts of the corporation's unissued shares upon the decision of the Board of Directors to issue them.
 - (2) A shareholder may waive his preemptive right. A waiver evidenced by a writing is irrevocable even though it is not supported by consideration.
 - (3) There is no preemptive right with respect to:
 - (i) Shares issued as compensation to directors, officers, or employees of the corporation or its subsidiaries or affiliates.
 - (ii) Shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, or employees of the corporation, or its subsidiaries or affiliates.
 - (iii) Shares authorized in these Articles of Incorporation that are issued within six (6) months from the effective date of incorporation.
- (g) Holders of shares of any class or series without general voting rights but with preferential rights to distributions or assets have no preemptive rights with respect to shares of any class.

- (h) Holders of shares of any class or series without general voting rights but without preferential rights to distributions or assets have no preemptive rights with respect to shares of any class with preferential rights to distributions or assets unless the shares with preferential rights are convertible into or carry a right to subscribe for acquire shares without preferential rights.
- (i) Shares subject to preemptive rights that are not acquired by shareholders may be issued to any person for a period of one year after being offered to shareholders at a consideration set by the Board of Directors that is not lower than the consideration set for the exercise of preemptive rights. An offer at a lower consideration or after the expiration of one year is subject to the shareholder's preemptive rights.
- (j) For purposes of this section, "shares" includes a security convertible into or carrying a right to subscribe for or acquire shares.

ARTICLE V TERM OF EXISTENCE

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

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation is Mary Catherine Hornberger. The street address of the initial registered agent of this corporation is 3100-A Flagler Street, Key West, Florida 33040.

ARTICLE VII INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) Director initially, which shall be Raymond A. Mirra, Jr. The number of Directors may be increased or diminished, from time to time in accordance with the By-Laws, but never shall be fewer than one (1).


ARTICLE VIII AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by the corporation's By-Laws.

ARTICLE IX INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is Kevin D. Stepanuk, One Hook Road, Sharon Hill, Pennsylvania.

The undersigned has executed these Articles of Incorporation this 30th day of January, 1995.

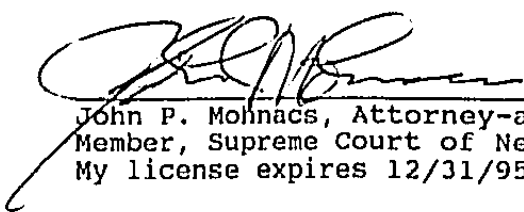


Kevin D. Stepanuk
Incorporator

STATE OF NEW JERSEY :
:ss.
COUNTY OF GLOUCESTER:

BEFORE ME, a Member of the Bar of the Supreme Court of the State of New Jersey, being duly empowered and authorized as such to take acknowledgments in the State and County set forth above, personally appeared Kevin D. Stepanuk, personally known to me to be the person who executed the foregoing Articles of Incorporation, and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand in the State and County aforesaid on the 30th day of January, 1995.



John P. Mohnacs, Attorney-at-Law
Member, Supreme Court of New Jersey
My license expires 12/31/95

FILED
95 JAN 31 AM 10:17
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized pursuant to the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

HOME PATIENT CARE, INC. (KEY WEST)
2. The name and address of the registered agent and office is:

3100-A Flagler Street, Key West, Florida 33040.

Kevin D. Stepanuk
Kevin D. Stepanuk, Incorporator

Dated: January 30th, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: 1/30/95

Mary Catherine Hornberger
Mary Catherine Hornberger,
Registered Agent

095 000009158

Document Number Only

FILED

96 JAN -9 AM 8 44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Fl. 32301 222-1092

City State Zip Phone

000001582740
-01709795--01070--015
****105.00 ****35 00

CORPORATION(S) NAME

① Home Patient Care, Inc. (Key West)

② Home Patient Care, Inc. (Tampa)

③ Home Patient Care, Inc. (FLA)

Profit

NonProfit

③ Amendment ✓

Merge

Foreign

Dissolution/Withdrawal

Mark

Limited Partnership

Annual Report

Other

Reinstatement

Reservation

Change of B.A.

Certified Copy

Photo Copies

Fic. Name

CUS

Call When Ready

Call if Problem

After 4:30

Walk In

Pick Up

Mail Out

RECEIVED
96 JAN -9 AM 11:24
DIVISION OF CORPORATIONS

| |
|-------------------|
| Name Availability |
| Document Examiner |
| Updater |
| Verifier |
| Acknowledgment |
| W.P. Verifier |

1-9

3pm

PLEASE RETURN EXTRA COPIES
FILE STAMPED

N. HENDRICKS JAN 1 1 1996

I apologize for sending these 3 amendments like this, but our Philadelphia office sent this one check for \$105 to cover the 3 filings.

Thank you - Tamara

CR2E031 (1-89)



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 9, 1996

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: HOME PATIENT CARE, INC. (KEY WEST)
Ref. Number: P95000009158

We have received your document for HOME PATIENT CARE, INC. (KEY WEST) and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 296A00001104

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
HOME PATIENT CARE, INC. (KEY WEST)

FILED
96 JAN -9 AM 8 44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HOME PATIENT CARE, INC. (KEY WEST), a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida, **DOES HEREBY CERTIFY:**

FIRST: That at a meeting of the Board of Directors of HOME PATIENT CARE, INC. (KEY WEST), resolutions were duly adopted setting forth proposed amendments to the Articles of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolutions setting forth the proposed amendments are as follows:

RESOLVED, that the Articles of Incorporation of this corporation be amended by changing Article IV to read in its entirety as follows:

Article IV: This corporation is authorized to issue two classes of common shares, to be designated Class A Common and Class B Common, respectively. The number of Class A Common shares authorized to be issued is 1,000 and each such share shall be without par value. The number of Class B Common shares authorized to be issued is 1,000 and each such share shall be without par value.

The Class A Common and Class B Common shares are identical in all respects, except as follows:

(1) Upon the occurrence of any of the following events: the merger or consolidation of the corporation with one or more corporations; the sale of all of the outstanding capital stock of the corporation to a third party; the sale of all or substantially all of the corporation's assets to a third party; or a public offering of stock of the corporation, hereinafter referred to as "Triggering Event", upon notice to all holders of Class B Common shares (individually, the "Holder" and collectively, the "Holders"), the corporation may, at its sole option, redeem such shares and in exchange such holder shall receive shares of common stock of HPC America, Inc. ("HPC") in accordance with the following formula (for purposes of this Amendment, the capitalized terms used herein shall be defined below):

Net Sales (Gross Sales less contractual allowance)

Less

Allowance for Bad Debt (a percentage of Receivables determined by company auditors in accordance with GAPP) plus Operational Expenses (costs of operation as determined by company auditors in accordance with

GAPP) plus allocation of Corporate Overhead at
twelve (12%) percent of Net Sales

Subtotal

Multiplied by:

Multiple Factor (multiple of earnings or income
utilized in calculating the purchase price or the
offering price of HPC stock in a Triggering Event)

Subtotal

Multiplied by:

Such Holder's Ownership of Shares (expressed as a
percentage of the total Class B Common shares issued
and outstanding immediately prior to the redemption
by the corporation of those shares

Subtotal

Divided by:

Sixty (60%) percent of the aggregate value of HPC
stock

Subtotal

Multiplied by:

Sixty (60%) percent

Number of Shares issued to Holder

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said Corporation was duly called and held, upon written waiver of notice signed by all stockholders in accordance with Section 607.0706 of the Business Corporation Act of the State of Florida at which meeting the necessary number of shares as required by statute were voted in favor of the amendments.

THIRD: That said amendments were duly adopted in accordance with the provisions of Section 607.1003 & 607.1004 of the Business Corporation Act of the State of Florida.
Date of Adoption: Sept. 7, 1995

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by John P. Mohnacs, its Secretary, this 8th day of September, 1995.

HOME PATIENT CARE, INC. (KEY WEST)

By: 

John P. Mohnacs, Secretary

HPC AMERICA INC.

The Home Patient Care Companies

P95000009158

One Hook Road
Sharon Hill, PA 19079
610-586-8514
FAX: 610-586-5509

January 6, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Articles of Dissolution
Home Patient Care, Inc. (Key West)

FILED
97 JAN 10 PM 4:17
TALLAHASSEE FLORIDA
100002063071--4
-01/21/97--01046--003
****148.75 ****148.75

Dear Madam/Sir:

Enclosed please find the original Articles of Dissolution (with 2 copies) for the above referenced entity along with a check in the amount of \$148.75 representing the requisite fee for filing and processing the document with two certified copies.

Please process according to normal procedures and return the two certified copies to the above address for our records. Thank you in advance for your assistance and should you need any further information, please contact me at the above number.

Very truly yours,

Robert E. Angst

Robert E. Angst

RECEIVED
97 JAN 10 AM 8:34
DIVISION OF CORPORATIONS

YS JAN 17 1997

Voldis

ARTICLES OF DISSOLUTION

FILED
97 JAN 10 PM 4:17
SECRETARY
TALLAHASSEE FLORIDA

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Home Patient Care, Inc. (Key West)

SECOND: The date dissolution was authorized: December 23, 1996

THIRD: Adoption of Dissolution (CHECK ONE)

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.


Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

_____ (voting group)

Signed this 26th day of December, 19 96.

Signature 
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Kevin D. Stepanuk
(Typed or printed name)

Vice President
(Title)