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April 22, 1996

TRANSMITTAL LETTER

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

500001799285
-04/29/96--01034--012
****122.50 ****122.50

SUBJECT: Diaz Medical Group, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

__ $70.00 __ $78.75 x $122.50 __ $131.25

Very truly yours,

John P. Mohnacs, Esquire
One Hook Road
Sharon Hill, PA 19079
(610)-586-8514

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 29 PM 1:11

Q 5/2/96

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 APR 29 PM 1:11

ARTICLES OF INCORPORATION
OF
DIAZ MEDICAL GROUP, INC.

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: **DIAZ MEDICAL GROUP, INC.**

ARTICLE II - PRINCIPAL OFFICE

The mailing address of the initial principal office of this corporation is 3901 SW 47th Avenue, Suite 405 Fort Lauderdale, Florida 33314. 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 vested 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 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 or 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 Karon Carpenter. The street address of the initial registered agent of this corporation is 3901 S.W. 47th Avenue, Suite 405, Fort Lauderdale, Florida 33314.

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 bylaws, but never shall be fewer than one (1) Director.

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 bylaws.

ARTICLE IX - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is John P. Mohnacs, One Hook Road, Sharon Hill, Pennsylvania 19079.

The undersigned has executed these Articles of Incorporation this ___th day of April, 1996.

John P. Mohnacs
Incorporator

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

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared John P. Mohnacs, 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 and affixed my official seal, County aforesaid on the 23rd day of April, 1996.

Gary Bromke
Notary Public

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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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: **DIAZ MEDICAL GROUP, INC.**

2. The name and address of the registered agent and office is: Karon Carpenter, 3901 S.W. 47th Avenue, Suite 405, Fort Lauderdale, Florida 33314.

John P. Mohnacs

Dated: 4/22/96

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: ___________

Karon Carpenter
Registered Agent

·HPC AMERICA INC.

The Home Patient Care Companies

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

P96000037871

January 28, 1997

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

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-01/29/97--01082--009
*****35.00 *****35.00

RE: Diaz Medical Group, Inc.
Articles of Amendment

Dear Madam/Sir:

Enclosed please find Articles of Amendment to the Articles of Incorporation along with a check in the amount of $35.00 representing the requisite filing fee.

Please process according to normal procedure and thereafter return a date stamped copy to my attention.

Thank you in advance for your attention to this matter.

Should you require anything additional, please feel free to contact me.

Very truly yours,

Robert E. Angst

Robert E. Angst
Law Clerk

FILED
97 JAN 29 AM 9: 33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 2/4
NC

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF DIAZ MEDICAL GROUP, INC.

(Pursuant to Section 607.1006 of the Florida Business Corporation Act)

The undersigned, Raymond A. Mirra, Jr., the President of Diaz Medical Group, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), the Articles of Incorporation of which were duly filed with the Department of State of the State of Florida on May 2, 1996, DOES HEREBY CERTIFY:

1. The name of the Corporation is **Diaz Medical Group, Inc.**

2. The Corporation's Articles of Incorporation are hereby amended as follows:

   (a) Article I of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and replaced by the following:

   "The name of the Corporation is **APS Southeast, Inc.**"

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

4. The Amendment hereby made to the Articles of Incorporation was duly adopted by a written consent executed by all of the Shareholders and all of the members of the Board of Directors of the Corporation as of the 20th day of January, 1997, pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation of Diaz Medical Group, Inc., this 20th day of January, 1997.

Raymond A. Mirra, Jr.
President and Director

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97 JAN 29 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF NEW JERSEY:
:SS
COUNTY OF BURLINGTON:

The foregoing instrument was acknowledged before me this 20th day of January, 1997, by Raymond A. Mirra, Jr., in his capacities as President and Director of Diaz Medical Group, Inc., a Florida Corporation. The aforesaid Raymond A. Mirra, Jr. is personally known to me.

Notary Public

GARY E. BROMKE
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires October 2, 1997