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NEW FILINGS	AMENDMENTS	Single professor
Profit	Amendment	
NonProfit	Resignation of R.A., Officer/ Di	rector
Limited Liability	Change of Registered Agent	
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OTHER FILINGS	REGISTRATION/OUALIFICATION	
Annual Report	Foreign	0000022749501
Fictitious Name	Limited Partnership	0000022749501 -08/22/9701076008 ****245.00 ****122.50
Name Reservation	Reinstatement	**************************************
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Examiner's Initials 8/25/97

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ARTICLES OF INCORPORATION

OF

SECRETART OF STATE TALLAHASSEE, FLORIDA

HOMECARE MANAGEMENT, INC.

These Articles of Incorporation are made and subscribed for the purposes of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

ARTICLE I - NAME AND PRINCIPAL OFFICE ADDRESS

The name and principal office of this Corporation are:

HOMECARE MANAGEMENT, INC. 3000 Tamiami Trail South Sarasota, Florida 34239

ARTICLE II - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue ONE THOUSAND (1000) shares of common stock, par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1343 Main Street, Suite 204, Sarasota, Florida 34236, and the name of the initial registered agent of this Corporation at that address is J. Kevin Drake.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this Corporation shall be:

Richard Devita
Address:
3000 Tamiami Trail South
Sarasota, Florida 34239

ARTICLE VI - RESTRICTIONS ON MEMBERSHIP TO BOARD OF DIRECTORS

This Corporation shall have One (1) director initially. The number of directors may be increased or diminished from time to time, by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles are:

J. Kevin Drake 1343 Main Street, Suite 204 Sarasota, Florida 34236

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the shareholders, and except to the extent limited by the shareholders, in the Board of Directors.

ARTICLE IX - DURATION

The existence of this Corporation shall commence on the date of subscription and acknowledgment of these Articles, and shall be perpetual.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 20 day of August, 1997.

J. Kevin Drake Incorporator

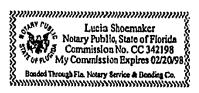
STATE OF FLORIDA COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on the day of August, 1997, by J. Kevin Drake who is personally known to me or who produced ______ as identification and who did not take an oath.

Notary Publicucian Shoemaker

My Commission expires:

[SEAL]



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First -- That HOMECARE MANAGEMENT, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Sarasota, County of Sarasota, State of Florida, has named J. Kevin Drake, located at 1343 Main Street, Suite 204, Sarasota, Florida 34236, County of Sarasota, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

> Kevin Drake Résident Agent

STATE OF FLORIDA COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on the 20 day of August, 1997, by J. KEVIN DRAKE, who is personally known to me or who has produced as identification and who did not take an oath.

> NOTARY PUBLIC Print Name: LICIA My Commission expires:

[SEAL]

