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June 18, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

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EFFECTIVE DATE
6-18-98

Re: DOC-U-CARE CENTERS, INC.
Our File No. DUCI-0

Ladies and Gentlemen:

On behalf of our captioned client, I am forwarding an original and one copy of its Articles of Incorporation, together with our firm check in the amount of \$122.50 in payment of the following charges:

- | | | |
|----|---|--------------|
| 1. | Fee for filing Articles of Incorporation | \$35.00 |
| 2. | Fee for obtaining certified copy of Articles of Incorporation | 52.50 |
| 3. | Filing a certificate designating Registered Agent | <u>35.00</u> |
| | | \$122.50 |

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I would appreciate having you file the original Articles of Incorporation and the certificate designating Registered Agent and return to me a certified copy of the Articles as filed. In connection therewith, your records will reflect the existence of two other domestic corporations, bearing the names, respectively, of DOC-U-CARE, Inc. and DOC-U-CARE CENTERS OF TAMPA, Inc. Presently, DOC-U-CARE CENTERS OF TAMPA, Inc. is a wholly owned subsidiary of DOC-U-CARE, Inc. The purpose of forming DOC-U-CARE CENTERS, Inc. will be to cause it to become the first tier subsidiary of DOC-U-CARE, Inc. and the direct parent of DOC-U-CARE CENTERS OF TAMPA, Inc. On that basis, I trust that you will be able to conclude that its name is sufficiently dissimilar to the other two so as to be in compliance with Section 607.0401, Florida Statutes.

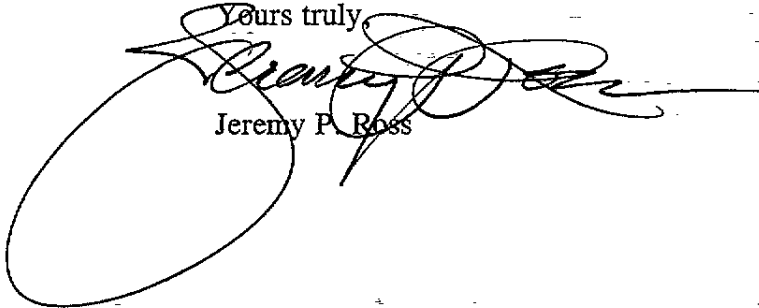
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Corporate Records Bureau
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Thank you for your help in this matter.

Yours truly,

A large, stylized handwritten signature in black ink, appearing to read "Jeremy P. Ross". The signature is written over the typed name and extends to the right.

Jeremy P. Ross

JPR/bar
Enclosures
153457.1

ARTICLES OF INCORPORATION
OF
DOC-U-CARE CENTERS, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

EFFECTIVE DATE
6-18-98

Corporate Name and Principal Office

The name of this corporation is DOC-U-CARE CENTERS, INC. and its principal office and mailing address is 4100 W. Kennedy Boulevard, Suite 33, Tampa, FL 33609.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on June 18, 1998.

ARTICLE III

General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

ARTICLE IV

Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 100,000 shares of common stock, each with a par value of \$.001. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 220 South Franklin Street, Tampa, Florida 33602, and the initial registered agent of the corporation at such address is Jeremy P. Ross.

ARTICLE VI

Incorporator

The name and address of the corporation's incorporator is:

<u>Name</u>	<u>Address</u>
Barbara A. Rowe	220 South Franklin Street Tampa, Florida 33602

ARTICLE VII

By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

ARTICLE VIII

Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in §607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 18th day of June, 1998.

Barbara A. Rowe (SEAL)
Barbara A. Rowe

153457

**CERTIFICATE DESIGNATING
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, DOC-U-CARE CENTERS, INC., desiring to organize under the laws of the State of Florida, hereby designates Jeremy P. Ross, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

DOC-U-CARE CENTERS, INC.

By Barbara A. Rowe
Barbara A. Rowe, Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.

Jeremy P. Ross
Jeremy P. Ross

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98 JUN 22 PM 12: 22
SECRETARY OF STATE
TALLAHASSEE FLORIDA