

Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SOUTH FLORIDA HOSPICE, INC.

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CORPORATION SVC CO

NO. 865 P. 2
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**ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA HOSPICE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation are hereby made and acknowledged by the undersigned, to be filed with the Florida Department of State, for the purpose of forming a corporation not for profit in accordance with Chapter 617 of Florida Statutes.

**ARTICLE I
NAME**

The name of the corporation is South Florida Hospice, Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE**

The initial principal office address of the Corporation is c/o Panza, Maurer & Maynard, P.A., 3600 North Federal Highway, Third Floor, Fort Lauderdale, FL 33308.

**ARTICLE III
PURPOSE**

The Corporation is formed for the following purposes:

- i. To provide hospice and palliative medical care and related services;
- ii. To own and/or operate one or more hospice programs that provide a comprehensive range of hospice and palliative medical care and related services that focus primarily on improving the quality of life of terminally ill patients and their families; and
- iii. To engage in, promote, conduct and carry on any lawful acts or activities for which not for profit corporations may be organized under Chapter 617 of Title XXXVI of the Florida Statutes.

**ARTICLE IV
MANNER OF ELECTION**

The manner of which future directors are to be elected or appointed shall be set forth in the Bylaws of the Corporation. The number of directors may be increased or decreased in the manner provided in the Bylaws of the Corporation but the Corporation shall always have at least three directors.

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ARTICLE V LIABILITIES OF DIRECTORS

The directors shall be indemnified to the fullest extent that the laws of the State of Florida as now in effect or as hereafter amended, permit elimination or limitation of the liability of incorporators, directors and uncompensated officers. No incorporator, director or officer of the Corporation shall be personally liable to the Corporation or its member for monetary damages as such for any action taken, or any failure to take any action, as an incorporator, director or officer. The provisions of this Article shall be deemed to be a contract with each incorporator, director or officer of the Corporation who serves as such at any time while this Article is in effect and each such incorporator, director or officer shall be deemed to be so serving in reliance on the provisions of this Article. Any amendment or repeal of this Article or adoption by any bylaw or provision of these Articles which has the effect of increasing incorporator, director or officer liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, bylaw or provision.

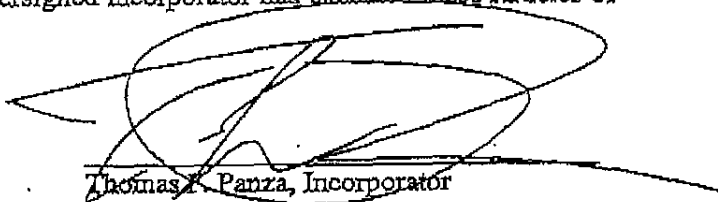
ARTICLE VI REGISTERED AGENT

The name of the Corporation's registered agent in the State of Florida is Thomas F. Panza, and the address of the Corporation's registered office is c/o Panza, Maurer & Maynard, P.A., Bank of America Building, 3600 North Federal Highway, Third Floor, Fort Lauderdale, Florida 33308.

ARTICLE VII INCORPORATOR

The name and address of the incorporator of the Corporation is: Thomas F. Panza, c/o Panza, Maurer & Maynard, P.A., Bank of America Building, 3600 North Federal Highway, Third Floor, Fort Lauderdale, Florida 33308.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of October, 2004.



Thomas F. Panza, Incorporator

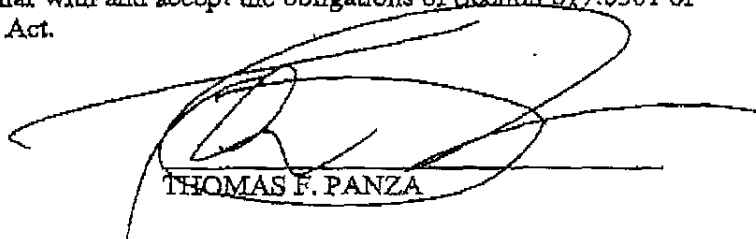
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CORPORATION SVC CO

NO. 865
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**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 617.0501 of the Florida Not For Profit Corporation Act.



THOMAS F. PANZA

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