

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOILL FREE No. 1-800-342-8062

FAX (904) 222-1222

N 950000000780

PHONE

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Sun State Hospice
Care, Inc

<input type="checkbox"/> Certified Copy(s)	<input type="checkbox"/> C.C. SE.	<input type="checkbox"/> DISBURSED
<input type="checkbox"/> Certificate of Incorporation		
<input type="checkbox"/> Certificate of Partnership		
<input type="checkbox"/> Certificate of Limited Partnership		
<input type="checkbox"/> Certificate of Amendment		
<input type="checkbox"/> Certificate of Dissolution/Withdrawal		
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	*****70.00 *****70.00	
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s	Copies	
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
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<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep		
<input type="checkbox"/> FAX ()	pgs	

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

FILED
FEB 16 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY AAK

WALK-IN
Will Pick Up 216 11:00

Please remit Invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION
OF
SUN STATE HOSPICE CARE, INC.

FILED
95 FEB 16 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation not for profit under Chapter 617 of the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is Sun State Hospice Care, Inc., hereinafter referred to as the "Corporation".

ARTICLE II - TERM

The term of the Corporation shall be perpetual, except as provided in Article XII hereof.

ARTICLE III - REGISTERED OFFICE AND AGENT

The initial registered office and principal place of business of the Corporation is 303 North Clyde Morris Boulevard, Daytona Beach, Florida 32114, and the initial registered agent at said address is David J. Davidson.

ARTICLE IV - PURPOSES

The Corporation is organized for the purpose of providing hospice care, health care, and related services and for such other charitable, educational and scientific purposes as will qualify it for exemption from federal income tax as an organization described by Section

501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code), or the corresponding section of any future United States Internal Revenue Law.

Within the scope of the foregoing, the Corporation shall be authorized to exercise the powers permitted not for profit corporations under Chapter 617, Florida Statutes; provided however, that the Corporation while exercising any one or more powers shall do so exclusively in furtherance of a charitable, educational or scientific purpose within the meaning of Section 501(c)(3) of the Code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation or other private person, except as reasonable compensation for services rendered to make payments in furtherance of the purposes set forth in this Article II. No substantial part of the activities of the Corporation shall be for the carrying on of a program of propaganda or for influencing legislation. The Corporation shall not participate in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by (a) an organization exempt from federal income taxation under Section 501(c)(3) of the Code, or (b) an organization to which contributions are deductible under Section 170(c)(2) of the Code.

ARTICLE V - MEMBERSHIP

The qualifications for members of the Corporation and the manner of their admission to the Corporation shall be as regulated by the Bylaws of the Corporation.

ARTICLE VI - INCORPORATORS

The names and residences of the Incorporators of the Corporation are:

Rebecca McDonald
3800 Woodbriar Trail
Port Orange, FL 32119

Anthony Trovato
3800 Woodbriar Trail
Port Orange, FL 32119

ARTICLE VII - BOARD OF DIRECTORS

Section 1. Authority of Board; Number of Directors. The property, affairs, business and operation of the Corporation shall be managed by a Board of Directors. The Board of Directors shall carry out the purposes of the Corporation in compliance with the Articles of Incorporation and the Bylaws of the Corporation. The Board of Directors shall consist of not less than three (3) natural persons. The number of directors may be increased or decreased as provided in the Bylaws of the Corporation, but in no event shall there be less than three (3) directors. The terms of office of each director and the manner of their election or appointment shall be as specified in the Bylaws of the Corporation.

Section 2. Compensation. Directors shall not be compensated for the performance of their duties as directors but shall be reimbursed for their expenses incurred in the performance of their duties as directors in accordance with the Bylaws of the Corporation.

ARTICLE IX - ADOPTION AND AMENDMENT TO THE BYLAWS

The Board of Directors shall adopt Bylaws for this Corporation and may from time to time modify, alter, amend or rescind the same by an affirmative vote of two-thirds (2/3) of the

total voting members of the Board of Directors present at any regular or special meeting, a majority of voting Directors being present, provided a copy of the proposed amendment shall have been submitted in writing to each Director (including ex-officio directors) at least fifteen (15) days before the meeting at which a vote upon such proposal is to be taken. If all of the voting members of the Board of Directors sign a written statement manifesting their intention that an amendment to the Bylaws be adopted, then the amendment shall thereby be adopted without the necessity of the fifteen (15) day notice.

ARTICLE X - AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Board of Directors may amend, alter or repeal any provision to these Articles of Incorporation. Such amendment may be proposed by any voting Director of the Board of Directors, and such proposal shall be adopted by affirmative vote of two-thirds (2/3) of the total voting members of the Board at a meeting upon which such amendment is to be considered, a majority of voting Directors being present, providing a copy of the proposed amendment shall have been submitted in writing to each Director (including ex-officio directors) at least fifteen (15) days before the meeting at which a vote upon such proposal is to be taken. If all of the voting members of the Board of Directors sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted, then the amendment shall thereby be adopted without the necessity of the fifteen (15) day notice.

ARTICLE XI - ANNUAL MEETING

There shall be an annual meeting of the Board of Directors for the purpose of electing Directors, Officers of the Board and Officers of the Corporation as may be necessary to fill expiring terms, and for such other purposes as directed by the Board of Directors. The Board of Directors shall from time to time hold such other meetings as provided in the Bylaws. The annual meeting shall be held at the principal place of business of the Corporation.

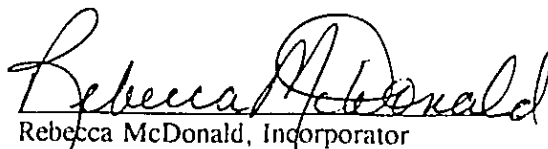
ARTICLE XII - DISSOLUTION


Upon dissolution of the Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution, and after adequate provision has been made for the discharge or assumption of its liabilities, shall be distributed to an organization or organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, to be used exclusively for a public purpose, and none of the assets will be distributed upon such dissolution to any Officer or Director of the Corporation or any other private person.

IN WITNESS WHEREOF, we do make and file these Articles of Incorporation hereby declaring and certifying under oath that the facts set forth herein are true, and we accordingly set our hands and seals at Daytona Beach, Florida on the dates indicated below.

Date: 2/14/95

Date: 2/14/95


Rebecca McDonald, Incorporator


Anthony Trovato, Incorporator

STATE OF FLORIDA
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, REBECCA McDONALD and ANTHONY TROVATO, each of whom is personally known to me to be the persons described in and who executed these Articles of Incorporation under oath, and they acknowledged before me that they executed same for the purposes therein expressed.

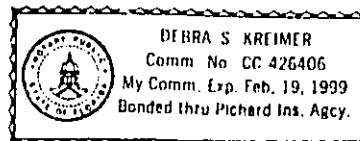
WITNESS my hand and official seal at Daytona Beach, Volusia County, Florida this 14th day of February, 1995.

Debra S. Kreimer

Notary Public, State of Florida at Large

My Commission Expires:

Commission Number:



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 Statute, the following is submitted in compliance with said Act:

Sun State Hospice Care, Inc. is a corporation existing under the laws of the State of Florida with its principal office at the City of Daytona Beach, County of Volusia, State of Florida, and has designated DAVID J. DAVIDSON located at 303 North Clyde Morris Boulevard, Daytona Beach, Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

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



David J. Davidson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA