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Tracey L. Malone 1918 Oak Street Clearwater, FL 33760 May 15, 2000 (727) 523-7597

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Florida Division of Corporations Post Office Box 6327 Tallahassee, FL 32314

Dear Sir/Madame:

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Please find enclosed the articles of incorporation for a new corporation, Tampa Bay Home Health Inc., in addition to a check in the amount of \$70.00 to cover the filing fees.

If you have any questions, please feel free to call me at the number above.

Thank-you.

Sincerely,
TLACY MOVE

Tracey L. Malone

ARTICLES OF INCORPORATION OF

Tampa Bay Home Health Inc.

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The undersigned, acting as incorporator of a corporation under Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Tampa Bay Home Health Inc.

SECOND: The principal address of the corporation is:

1918 Oak Street Clearwater, FL 33760

THIRD: The period of its duration is perpetual.

FOURTH: The purpose for which the corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

FIFTH: The aggregate number of shares which the corporation will have authority to issue is 150 (one hundred fifty) shares of common stock, each share with a par value of \$1.00 (one dollar).

SIXTH: The number of directors constituting the initial board of directors is one, and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Tracey L. Malone 1918 Oak Street Clearwater, FL 33760

SEVENTH: The name and address of the incorporator is:

Tracey L. Malone 1918 Oak Street Clearwater, FL 33760

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation May 15, 2000.

Teacy Molone

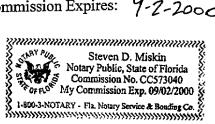
State of Florida

County of Pinellas:

The attached Articles of Incorporation for Tampa Bay Home Health Inc. were hereby acknowledged and sworn to before me May 15, 2000 by Tracey L. Malone. Tracey L. Malone is personally known to me.

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My Commission Expires: 9-2-2000



CERTIFICATE DESIGNATING REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered agent/registered office in the State of Florida:

- 1. The name of the corporation is Tampa Bay Home Health Inc..
- 2. The name and address of the registered agent and office is:

Tracey L. Malone 1918 Oak Street Clearwater, FL 33760

(lacy Malone

President

May 15, 2000

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida Statutes.

May 15, 2000