

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PD00000061830

West Coast Home Care
Inc

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-06/26/00--01064--020
*****78.75 *****78.75

Signature _____

Requested by LS

Name _____

Date 06/26

Time 1020

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
☒ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval T. Burch _____
____ Courier _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUN 26 PM 1:05

FILED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JUN 26 AM 11:25

RECEIVED

JUN 26 2000

ARTICLES OF INCORPORATION
OF
WEST COAST HOME CARE, INC.

FILED
00 JUN 26 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the Corporation is WEST COAST HOME CARE, INC., whose business address shall be 10460 Roosevelt Blvd. Suite 121, St. Petersburg, Florida 33716..

ARTICLE II

DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Department of State of Florida.

ARTICLE III

PURPOSES

This Corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$.10 par value common stock.

ARTICLE V

REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of this Corporation is 10460 Roosevelt Blvd. Suite 121, St. Petersburg, Florida 33716. The name of the initial registered agent of this Corporation at that address is Jim Gillespie.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have two Directors initially. The number of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial Directors of this Corporation is:

| NAME | ADDRESS |
|-----------------|---|
| James Gillespie | 10460 Roosevelt Blvd. Suite 121, St. Petersburg, Florida 33716 |

ARTICLE VII

RIGHTS OF INITIAL DIRECTORS

Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in

any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the Amendment.

ARTICLE VIII

INCORPORATOR

The names and address of the person signing these Articles of Incorporation is:

| NAME | ADDRESS |
|-----------------|---|
| James Gillespie | 10460 Roosevelt Blvd. Suite 121, St. Petersburg, Florida 33716 |

ARTICLE IX

INDEMNIFICATION

The Corporation shall indemnify any officer or Director or any former officer or Director, to the full extent permitted by law.

ARTICLE X

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the Shareholders.

ARTICLE XI

COMPENSATION FOR OFFICERS

Until rescinded by vote of a majority of the Shareholders, the Board of Directors of the Corporation shall be entitled to fix officers' salaries and other compensation whether or not any one or more officer also serves as Director of the Corporation.

ARTICLE XII

SHAREHOLDER RESCISSION NOTICE

The Corporation shall not sell shares of stock in the Corporation to five or more persons without giving the fifth and each successive purchaser a notice of their right to rescind the purchase within three days after the first tender of consideration for the purchased shares pursuant to Florida Statute §517.061(11)(a)(5).

ARTICLE XIII

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the Corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

ARTICLE XIV

PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation

acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE XV

LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the Corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

ARTICLE XVI

CUMULATIVE VOTING

At each election for Directors every Shareholder entitled to vote at such election shall have the right to cumulate his votes by giving

one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XVII

AMENDMENT

The Board of Directors shall have no authority to alter or amend the Articles of Incorporation unless consent is first given by a majority action of the Shareholders of the Corporation.

ARTICLE XIII

"S" ELECTION RESTRICTION

Each Shareholder, by acquiring shares of any class of stock in the Corporation, agrees to so vote his shares as to cause the Corporation to be taxed as an "S" Corporation and to not sell, convey or assign any of said acquired shares of stock to any person or entity which would cause loss of an "S" Corporation election under the provisions of the Internal Revenue Code unless a majority of the Shareholders shall approve the loss of an "S" Corporation election.

ARTICLE XIX

ANNUAL FINANCIAL STATEMENTS

Upon resolution of the Shareholders, the Corporation need not furnish its Shareholders annual financial statements within 120 days of the close of each fiscal year as otherwise required under Florida Statute §607.1620 (1997).

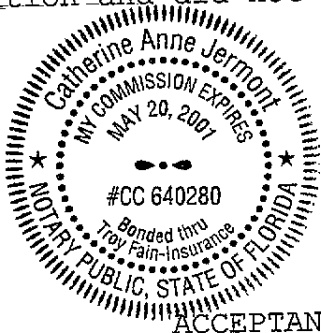
IN WITNESS WHEREOF, the undersigned executes these Articles of
Incorporation this 22nd day of June, 2000.




INCORPORATOR

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before
me this 22nd day of June, 2000, by James Gillespie who is
personally known to me or who has produced driver's licenses as
identification and did not take an oath.




Printed Name: Catherine Anne Jermont
Notary Public
Serial Number, if any: CC 640280

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered
Agent of West Coast Home Care, Inc. which is contained in the
foregoing Articles of Incorporation.

Dated this 22nd day of June, 2000.



REGISTERED AGENT