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*****78.75 *****78.75

June 29, 2000

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

Re: Incorporation

Gentlemen:

Enclosed please find our check in the amount of \$78.75, along with the Articles of Incorporation for the following corporation:

Vitacare of Georgia, Inc.

I would appreciate your recording the corporation and returning the certified copy of the articles to me. Thank you for your attention to this matter.

Sincerely,

Chris M. Morrison, for

Jack E. Holt, III

JEH/rcb
Enclosures

7/5
Informed client by letter
I corrected the RA address on
the RA page to make consistent
with Art. IV.

S. Thompson JUL 0 6 2000

FILED
00 JUL -3 PM 12:10
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE OF INCORPORATION
OF
VITACARE OF GEORGIA, INC.

FILED
00 JUL -3 PM 12:10
TALLAHASSEE FLORIDA

ARTICLE I – NAME

The name of this corporation shall be VITACARE OF GEORGIA, INC.

ARTICLE II – PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

7649 Commerce Center Drive
Orlando, FL 32819

ARTICLE III – SHARES

The number of shares of stock this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares which shall be designated common stock at a par value of One Dollar (\$1.00).

ARTICLE IV – INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent of the corporation shall be:

Mason H. Grower, III
390 North Orange Avenue
Suite 1900
Orlando, Florida 32801

ARTICLE V – INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Mason H. Grower, III
390 North Orange Avenue
Suite 1900
Orlando, Florida 32801

ARTICLE VI – INITIAL BOARD OF DIRECTORS AND OFFICERS

A. This corporation shall have one (1) director initially. This number of directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

B. The name and address of the initial director and officer of this corporation is as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
JEROLD J. FADEM, SR.	7649 Commerce Center Dr. Orlando, FL 32819	President/ Director/CEO

ARTICLE VII – BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE VIII – AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this ____ day of June, 2000.

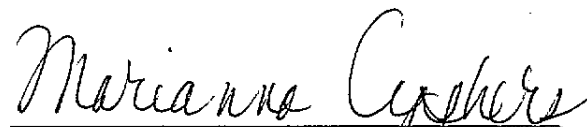


MASON H. GROWER, III

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority, personally appeared MASON H. GROWER, III, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he then acknowledged that he subscribed the said instrument for the uses and purposes set forth therein. The subscriber is personally known to me or was identified by me as follows: _____ He did (did not) take an oath prior to executing this instrument.

WITNESS my hand and official seal in the County and State last aforesaid this 29th day of June, 2000.



Notary Public
My Commission Expires: 8/6/03



Marianna Cyphers
MY COMMISSION # CC856768 EXPIRES
August 6, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE OF DESIGNATION

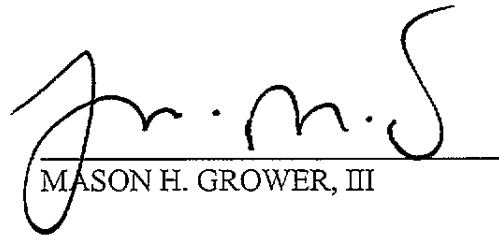
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: VITACARE OF GEORGIA, INC.
2. The name and address of the registered agent and office is:

MASON H. GROWER, ESQUIRE
390 North Orange Avenue
Suite 1900
Orlando, Florida 32801

Date: June 29, 2000

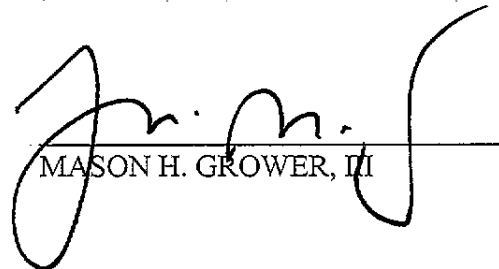

MASON H. GROWER, III

FILED
00 JUL -3 PM 12:10
TALLAHASSEE FLORIDA
SECRETARY OF STATE

ACCEPTANCE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Date: June 29, 2000


MASON H. GROWER, III