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ADMINISTRATOR

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Attention: New Filings
Department of State
Division of Corporation
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Filing of Articles of Incorporation for Elder Health Care of Volusia, P.A.

Dear Sir or Madam:

Please find enclosed an original Articles of Incorporation for Elder Health Care of Volusia, P.A., and a check in the amount of \$78.75 made payable to "Secretary of State." Please file the same and return all correspondence to the above entitled firm to my attention.

Thank you for your cooperation.

FAV763DOCS\20135\Ltr to Sec of State Filing AIC.wpd

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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F. CHURCH

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TOTAL P.03

ARTICLES OF INCORPORATION
OF
ELDER HEALTH CARE OF VOLUSIA, P.A.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a professional corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

Article I
Name

Section 1.1. Name. The name of this professional corporation is **ELDER HEALTH CARE OF VOLUSIA, P.A.** and the address is 854 W. Plymouth Avenue, Deland, Florida 32720.

Article II
Duration

Section 2.1. Duration. This professional corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III
Purpose

Section 3.1. Purposes. This professional corporation is organized for the sole and specific purpose of engaging in every phase and aspect of the business of rendering the same professional services to the public that a doctor of medicine, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to practice medicine herein.

This professional corporation shall have all the powers conferred upon it by the laws of the State of Florida or of any other State or country and not prohibited by the Florida Professional Service Corporation Act; provided, however, that this corporation shall not engage in any business other than the rendering of the professional services described above for which it was organized.

It is expressly hereby provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this professional corporation otherwise permitted by law.

Article IV
Capital Stock

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares having one-tenth of one cent (\$.001) par value per share. No person other than one licensed to practice medicine in the State of Florida shall be a shareholder of this professional corporation.

Section 4.2. Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Article V

Initial Registered Office and Agent

Section 5.1. Name and Address. The street address of the initial registered office of this professional corporation is 11265 Alumni Way, Suite 201, Jacksonville, Florida 32246, and the name of the initial registered agent of this corporation at that address is Donald W. Weidner, Esq.

Article VI

Directors

Section 6.1. Number. This professional corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one (1). The manner of selection of directors shall be as provided in the bylaws.

Section 6.2. Initial Directors. The name and street address of the member of the first board of directors of this professional corporation, who is licensed to practice medicine in the State of Florida, is:

Name

Address

Stephen Scott Spore, M.D.

854 W. Plymouth Avenue, Deland, Florida 32720

Section 6.3 Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their service as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of this professional corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 6.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII

Bylaws

Section 7.1. Bylaws. The initial bylaws of this professional corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article VIII

Incorporator

Section 8.1. Name and Address. The name and street address of the incorporator of this professional corporation, who is licensed to practice medicine in the State of Florida, is Stephen Scott Spore, M.D., 854 W. Plymouth Avenue, Deland, Florida 32720.

Article IX

Amendment

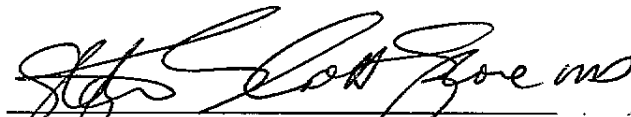
Section 9.1. Amendment. This professional corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation by a vote of not fewer than seventy-five percent (75%) of its shareholders, and any right conferred upon the shareholders is subject to this reservation.

Article X

Dissolution

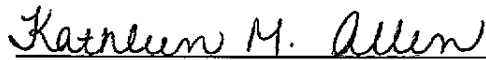
Section 10.1. Dissolution. The corporation may be dissolved at anytime (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least seventy-five percent (75%) of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporation property and assets shall, after payment, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, the incorporator has executed these
Articles the 5th day of July, 2000.

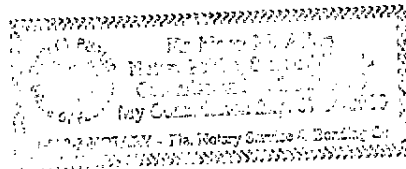

STEPHEN SCOTT SPORE, M.D.

STATE OF FLORIDA)
) ss:
COUNTY OF VOLUSIA)

The foregoing instrument was acknowledged before me by STEPHEN
SCOTT SPORE, M.D., this 5th day of July, and 2000.


Notary Public, State of Florida
at Large.

My commission Expires: 7/14/00

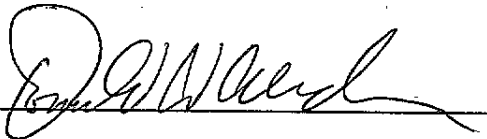


**Certificate Designating or Changing Place
of Business or Domicile for the Service of Process
Within This State, Naming Agent Upon
Whom Process May Be Served**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

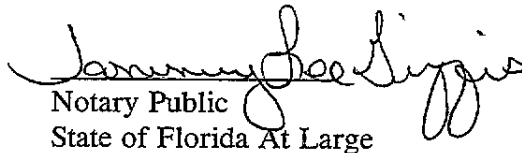
That **ELDER HEALTH CARE OF VOLUSIA, P.A.**, a Florida Corporation, with its principal office as indicated in the Articles of Incorporation has named Donald W. Weidner, Esq. at 11265 Alumni Way, Suite 201, Jacksonville, Florida 32246, its agent to accept service of process within this State.

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said act relative to keeping open said office.

By: 

STATE OF FLORIDA)
) ss:
COUNTY OF DUVAL)

SWORN TO AND SUBSCRIBED before me by Donald W. Weidner, Esq. this 29th day of June, 2000.

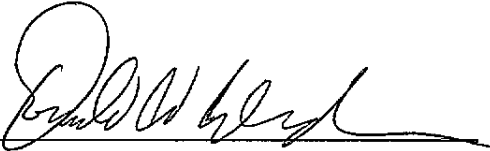

Notary Public
State of Florida At Large

My commission expires:

TAMMY LEE GRIFFIS
Notary Public, State of Florida
My Comm. expires April 10, 2001
Comm. No. CC 744555

ACCEPTANCE

I hereby agree to act as registered agent for **ELDER HEALTH CARE OF VOLUSIA, P.A.** as stated in the Articles of Incorporation of said Corporation.


Signature

FILED

00 JUL -6 AM 9:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA