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To:
 Division of Corporations
 Fax Number : (850) 922-4001

From:
 Account Name : TODD WATSON, ATTORNEY AT LAW
 Account Number : T19990000260
 Phone : (904) 739-9747
 Fax Number : (904) 739-9748

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FLORIDA PROFIT CORPORATION OR P.A.

Atkinson's Healthcare, Inc.

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M. Culligan AUG 9 - 2000 8/9/00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ATKINSON'S HEALTHCARE, INC.

The Undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE 1.0 NAME AND ADDRESS

The name of the Corporation is: Atkinson's Healthcare, Inc.. The principal office and mailing address is 1600 Park Avenue, Suite 5, Orange Park, Florida, 32073.

ARTICLE 2.0 DURATION

The duration of the Corporation is perpetual.

ARTICLE 3.0 PURPOSE

The general purpose for which the Corporation is organized is to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

ARTICLE 4.0 SHARES

The aggregate number of shares which the corporation is authorized to issue is One Hundred Thousand (100,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$.01/100 per share.

ARTICLE 5.0 INITIAL REGISTERED OFFICE AND AGENT

The street and mailing address of the initial registered office of the Corporation is 7785 Baymeadows Way, Suite 107, Jacksonville, Florida, 32257, and the name of the initial registered agent at that address is Todd Watson, Attorney at Law.

ARTICLE 6.0 DIRECTORS

The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with

H00000000418343

Page 1 of 3

H00000000418343

the Bylaws but shall never be less than one. The name and address of the initial Director of the Corporation is as follows:

William J. Muiers

1600 Park Avenue, Suite 5
Orange Park, Florida, 32073

ARTICLE 7.0 THE NAME AND ADDRESS OF EACH INCORPORATOR

The name and address of the Incorporator is as follows:

Todd Watson, Attorney at Law

7785 Baymeadows Way, Suite 107
Jacksonville, Florida 32256

ARTICLE 8.0 AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 8th day of August, 2000.


Todd Watson, Attorney at Law, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 8th day of August, 2000, by Todd Watson, Attorney at Law, on behalf of the Corporation, who is personally known to me.


Signature of Notary Public

Notary's Seal:



Alice V. Cassada
MY COMMISSION # CC807407 EXPIRES
March 24, 2001
BONDED THROUGH TROY FARM INSURANCE, INC.

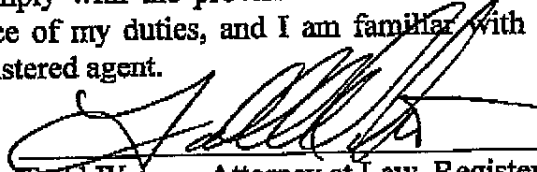
H00000000418343

Page 2 of 3

H00000000418343

ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.



Todd Watson, Attorney at Law, Registered Agent

Date: August 8, 2000.

H00000000418343

Page 3 of 3

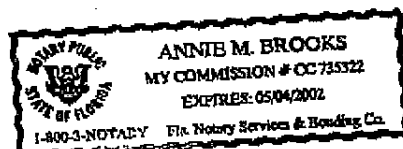
I, William J. Muyres, as President of Atkinson's Home Health Care, Inc., a Florida Corporation, hereby consent to Atkinson's Healthcare, Inc. using the name Atkinson's in the name for the corporation.

William J. Muyres
William J. Muyres, as President of
Atkinson's Home Health Care, Inc.

STATE OF FLORIDA
COUNTY OF Clay

The foregoing instrument was acknowledged in my presence this 9th day of Aug., 2000, by William J. Muyres, as President of Atkinson's Home Health Care, Inc., who is personally known to me or who has produced Personally known, as identification.

Annie M. Brooks
Signature of Notary Public Annie M. Brooks
Notary's Seal:



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