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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

N&L CARE MANAGEMENT, INC.

| | |
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| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 03 |
| Estimated Charge | \$78.75 |

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**ARTICLES OF INCORPORATION
OF
N&L CARE MANAGEMENT, INC.**

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

N&L CARE MANAGEMENT, INC.

SECOND: The initial principal office or mailing address of the Corporation is:

2316 Pine Ridge Road
#463
Naples, FL 34105

THIRD: The aggregate number of shares that the Corporation is authorized to issue is Two Hundred (200) shares of common stock, and the par value of each such share shall be ONE DOLLAR (\$1.00). Par value shall have no effect on the Corporation's capital structure.

FOURTH: The street address of the initial registered office of the Corporation is:

c/o Cummings & Lockwood
3001 Tamiami Trail North
Naples, Florida 34103

and the name of the Corporation's initial registered agent at such address is:

Thad Kirkpatrick, Esq.

FIFTH: The name and address of the sole incorporator of the Corporation is:

Thad Kirkpatrick
3001 Tamiami Trail North
Naples, Florida 34103

The rights and interests of the Incorporator shall automatically terminate upon filing of these Articles with the Florida Department of State.

Prepared by Thad D. Kirkpatrick, Esq.
Cummings & Lockwood
P. O. Box 413032
Naples, FL 34101
(941) 262-8311
Florida Bar No. 398160

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SIXTH: The number of directors constituting the initial Board of Directors of the Corporation is two (2). The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the person to serve as directors of the Corporation until the first annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualify, are as follows:


Nancy L. Dion
1514 Forest Lakes Blvd.
Naples, Florida 34105

Lavigne A. Kirkpatrick
420 Widgeon Pointe
Naples, Florida 34105

SEVENTH: The name and office of the officers to serve until the first annual meeting of the shareholders of the Corporation, or until their successors have been elected and qualify, are as follows:

| | |
|-----------------|------------------------|
| PRESIDENT: | Nancy L. Dion |
| VICE PRESIDENT: | Lavigne A. Kirkpatrick |
| SECRETARY: | Nancy L. Dion |
| TREASURER: | Lavigne A. Kirkpatrick |

NOW, THEREFORE, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Business Corporation Act has executed these Articles of Incorporation this 24th day of October, 2000.


Thad Kirkpatrick, Incorporator

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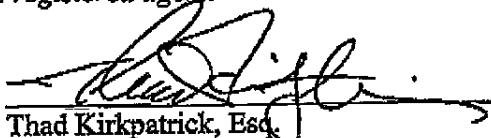
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

1. The name of the corporation is: N&L CARE MANAGEMENT, INC.
2. The name and address of the registered agent and office is:

Thad Kirkpatrick, Esq.
3001 Tamiami Trail North
Naples, Florida 34103

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.

Dated: October 24, 2000


Thad Kirkpatrick, Esq.
Initial Registered Agent

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