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October 27, 2000

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551.25 **78.75

Secretary of State
Division of Corporations
Attn: NEW CORP. FILINGS
P.O. Box 6327
Tallahassee, Florida 32301

Re: OMNI HOMECARE - PALM BEACHES, INC.
OMNI HOMECARE - BROWARD, INC.
OMNI HOMECARE - PASCO/PINELLAS, INC.
OMNI HOMECARE - HERNANDO, INC.
OMNI HOMECARE - HILLSBOROUGH, INC.
OMNI HOMECARE - ORANGE, INC.
OMNI HOMECARE - COLLIER/LEE, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

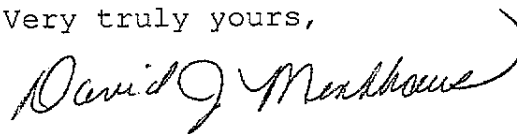
Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation for the seven above-referenced corporations. I have also enclosed our check in the amount of \$551.25, which represents the filing fee of \$78.75 each for same.

Please file the original and return the enclosed copy filed stamped to the undersigned in the envelope provided for your convenience.

Please do not hesitate to contact me if you have any questions concerning the foregoing.

Very truly yours,



David J. Menkhaus

DJM/dr
Enclosure



ARTICLES OF INCORPORATION

OF

OMNI HOMECARE - PALM BEACHES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation shall be:

OMNI HOMECARE - PALM BEACHES, INC.

PRINCIPAL OFFICE

The mailing address of the initial principal office of this corporation is 1239 East Newport Center Drive, Suite 113, Deerfield Beach, FL 33442. The Board of Directors may, from time to time, change the street and post office address of the principal office of the corporation.

ARTICLE III
PURPOSE

To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

(a) Par value shall be \$0.001 per share.

(b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.

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TALLAHASSEE, FLORIDA

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(c) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

(d) Notwithstanding any other provision herein or in the By-Laws, the corporation and the relationships among its shareholders shall be governed in accordance with a Shareholder Agreement among the corporation and its shareholders pursuant to Section 607.0731, Florida Statutes, as amended. Any conflict between the provisions hereof and thereof shall be controlled by the provisions of the Shareholder Agreement.

ARTICLE V

TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE VI

INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation is David J. Menkhaus. The street address of the initial registered agent of this corporation is 4800 North Federal Highway, Suite 210-A, Boca Raton, FL 33431.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time in accordance with the By-Laws but shall never be fewer than one (1). Garrett W. Bragg shall serve as director initially.

ARTICLE VIII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of each class of shareholders shall be required for any amendment or repeal.

ARTICLE IX
INCORPORATOR

The name and street address of the person signing these Articles is David J. Menkhaus, 4800 North Federal Highway, Suite 210-A, Boca Raton, FL 33431.

The undersigned has executed these Articles of Incorporation this 25th day of October, 2000.

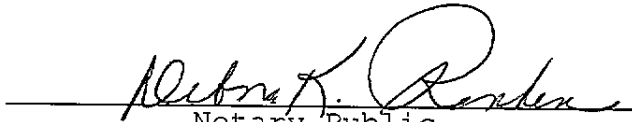


David J. Menkhaus

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

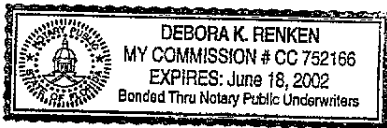
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared David J. Menkhaus, personally known to me to be the person who executed the foregoing Articles of Incorporation, and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid on the 25th day of October, 2000.



Notary Public
State of Florida at Large

My Commission Expires:

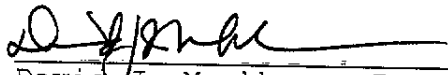


**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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: **OMNI HOMECARE - PALM BEACHES, INC.**

2. The name and address of the registered agent and office is: David J. Menkhaus, 4800 N. Federal Highway, Suite 210-A, Boca Raton, FL 33431.

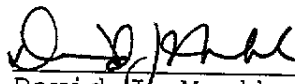


David J. Menkhaus, Incorporator

Dated: October 25, 2000.

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 25, 2000.



David J. Menkhaus

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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