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TRANSMITTAL LETTER

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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-11/07/00--01054--002
*****70.00 *****70.00

SUBJECT: Senior Healthcare Managers of North Central Florida, Inc
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Hammett Financial Group, Inc.
Name (Printed or typed)

5353 SW College Rd.
Address

Ocala, FL 34474
City, State & Zip

(352) 861-2000
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

Senior Healthcare Managers of North Central Florida, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, have associated for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is Senior Healthcare Managers of North Central Florida, Inc.

ARTICLE II

DURATION

The Corporation shall have perpetual existence.

ARTICLE III

PURPOSE & INITIAL BUSINESS

The general purpose for which the Corporation is organized is to engage in any activities or business permitted under the laws of the United States and the State of Florida, as well as to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. The Corporation may acquire and hold stock in any corporation; engage in joint ventures and partnerships, as a limited or general partner; acquire, own hold, manage, improve, lease, sell, exchange, transfer, and otherwise deal with real, personal, and intangible property wherever situate; to carry out said purposes in any State, territory, district, or possession of the United States, or in any foreign country. The general nature of the business proposed to be transacted initially by the corporation, at any place within the United States, is to *provide the highest quality of healthcare management by advocacy, intervention, education and strategic planning*

on an individualized bases. and generally, to do all acts reasonable and necessary for the furtherance of such business.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 100 shares of capital stock with a par value of \$1.00 which shall be designated "Common Shares", and all of which shall have the same rights and privileges.

ARTICLE V

PRINCIPAL OFFICE/MAILING ADDRESS

The street address of the initial principal office of the Corporation is 8120 Fairways Circle R102, Ocala, Florida 34472. The mailing address of the Corporation shall be is 8120 Fairways Circle R102, Ocala, Florida 34472.

ARTICLE VI

PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of this Corporation's initial registered office and the name of its original registered agent at such address is:

Dolores McCranie
8120 Fairways Circle R102
Ocala, Florida 34472
County of Marion

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The Corporation shall have four (4) directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Directors of the Corporation are:

Dolores McCranie, 8120 Fairways Circle R102, Ocala, Florida 34472
Sylvia Saino, 12359 SE 83rd Terrace, Belleview, Florida 34420
Linda M. Friend, 2829 SE 11th Street, Ocala, Florida 34471
Ron Moore, 440 Northwest 47th Court, Ocala, Florida 34470

ARTICLE IX

DEALINGS BY DIRECTORS

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation, and no act of the corporation shall be in any way affected or invalidated by the fact that any of the directors of this corporation are pecuniary or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which such director may be a member, may be a party to or may be pecuniary or otherwise interested in any contract or transaction of this corporation, provided that the fact that he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of the corporation who is also a director or officer of

such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE X

LIMITATION OF DIRECTOR'S LIABILITY

No director shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, that this Article shall not eliminate or limit the liability of a director for (a) any breach of the director's duty of loyalty to the corporation or its shareholders; (b) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law; (c) authorizing the unlawful payment of a dividend or other distribution on the corporation's capital stock or the unlawful purchase of its capital stock; (d) any violation of Florida Law (Director Conflicts of Interest); or (e) any transaction from which the director derived an improper personal benefit. This Article shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date on which this Article becomes effective.

ARTICLE XI

INDEMNIFICATION OF OFFICERS, EMPLOYEES, AGENTS

Subject to the provision of this Article, the corporation shall indemnify any and all its existing and former officers, employees and agents against all expenses incurred by them and each of them, including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise, which may arise or be incurred, rendered or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of employment as officer, employee or agent of the corporation. Whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the corporation whether the legal action brought or threatened is by or in the right of the corporation or by any other person.

Whenever any existing or former officer, employee or agent shall report to the president of the corporation or the chairman of the Board of Directors that he or she has

incurred or may incur expenses, including but not limited to legal fees, judgements, penalties, and amounts paid in settlement or compromise in a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her employment as an officer, employee or agent of the corporation, the Board of Directors shall, at its next regular or at a special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent.

If the Board of Directors determines in good faith that such person did not act, fail to act, or refuse to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein; provided, however, that no such indemnification shall be available with respect to liabilities under the Securities Act of 1933 and provided further that the corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the corporation, at its own expense and through counsel of its own choosing, to defend him or her in the action.

ARTICLE XII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Dolores McCranie, 8120 Fairways Circle, R102, Ocala, Florida 34472

ARTICLE XIII

CORPORATION BY-LAWS

The Board of Directors is authorized and empowered to make, alter, amend and rescind the By-Laws of the Corporation, but By-Laws made by the Board may be altered or repealed and new By-Laws made, by the stockholders.

ARTICLE XIV

SMALL BUSINESS CORPORATION

This Corporation is a small business corporation within the meaning of Section 1244 of the Internal Revenue Code and as soon as is practicable this Corporation shall adopt a Section 1244 offering plan.

ARTICLE XV

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.

ARTICLE XVI

COMMENCEMENT

The date and time of the commencement of corporate existence shall be effective with the filing of these Articles of Incorporation. The corporation will not commence business until it has received for the issuance of its shares consideration of the value of the stated sum which shall be at least one thousand dollars (\$1,000.00).

IN WITNESS WHEREOF, the undersigned Subscriber has executed these articles of Incorporation this 2nd, day of November, 2000.



DOLORES MCCRANIE
INCORPORATOR

STATE OF FLORIDA
COUNTY OF MARION

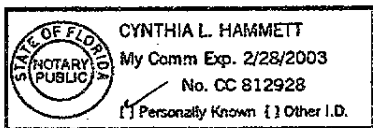
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Dolores McCranie known to me and known by me to be the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 3rd, day of November, 2000.



Notary Public
State of FL at Large

My Commission Expires:



**CERTIFICATE DESIGNATING 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 Senior Healthcare Managers of North Central Florida, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Ocala, County of Marion, State of Florida, has named Dolores McCranie, 8120 Fairways Circle, R102, Ocala, Florida 34472, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relating to keeping open said office.

By: *Dolores McCranie*
Dolores McCranie
Registered Agent

00 NOV -7 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED