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CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

ATTORNEYS AT LAW

712 S. OREGON AVENUE
TAMPA, FLORIDA 33606

Via UPS Next Day Air

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November 29, 2000

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*****78.75 *****78.75

Corporate Records Bureau
Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Focal Health Care Holdings, Inc.

To Whom It May Concern:

Enclosed are two originals of Articles of Incorporation for the above-named corporation.
Please file one original and certify and return one original to me.

Also enclosed is our firm check in the amount of \$78.75, to cover the following costs:

1.	Filing fee	\$35.00
2.	Designation of Registered Agent	35.00
3.	Certified copy of Charter	<u>8.75</u>
	Total	\$78.75

Thank you. If you have any questions, please give me a call.

Sincerely,

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

Nancy Barnes
Nancy Barnes, Paralegal

NRB/as
Enclosures

cc: Focal Health Care Holdings, Inc.
20-10072

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV 30 AM 10:55

g 12/5/00

ARTICLES OF INCORPORATION

OF

FOCAL HEALTH CARE HOLDINGS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 NOV 30 AM 10:55

The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act, and pursuant to the following Articles of Incorporation.

ARTICLE 1

Name

The name of this corporation is: Focal Health Care Holdings, Inc.

ARTICLE 2

Mailing Address

The mailing address of this corporation is 1226 Tech Boulevard, Tampa, Florida 33619.

ARTICLE 3

Shares

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE 4

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 712 South Oregon Avenue, Tampa, Florida 33606, and the name of the initial registered agent of this corporation at that address is Michael R. Carey.

ARTICLE 5

Incorporator

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

Tim J. Klace
1226 Tech Boulevard
Tampa, Florida 33619

ARTICLE 6

Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than two (2). The name and address of the initial directors of this corporation are:

John Stanton
1226 Tech Boulevard
Tampa, Florida 33619

Tim J. Klace
1226 Tech Boulevard
Tampa, Florida 33619

The method of election of directors will be as stated in the Bylaws.

ARTICLE 7

Indemnification

The corporation may enter into indemnification agreements and adopt Bylaw provisions for indemnification of any officer or director, or any former officer or director, or may provide, at the corporation's election, for indemnification of any officer or director, or any former officer or director, without agreement or Bylaw provisions to the full extent permitted by law. The corporation shall not be subject to court-ordered indemnification pursuant to Section 607.0850(9), Florida Statutes.

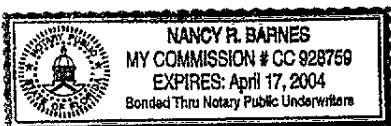
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 29th day of November, 2000.

Tim J. Klace
Tim J. Klace

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 29th day of November, 2000 by Tim J. Klace.

SEAL




Nancy R. Barnes
Type, Print or Stamp Name of Notary
Personally known X
or Produced Identification _____
Type of Identification Produced _____

Acceptance of Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 NOV 30 AM 10:55

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment of 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.



Michael R. Carey