

Charter Number Only

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Requestor's Name

Address

City

State

ZIP

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-04/13/01--01033--003
*****78.75 *****78.75

CORPORATION(S) NAME

Talbot Healthcare Management Corp.

- | | | |
|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Walk in | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | <input type="checkbox"/> After 4:30 | <input type="checkbox"/> Mail Out |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

4/13

Certified Copy

FILED
01 APR 13 AM 9:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA
RECEIVED
01 APR 13 AM 9:27
STATE
CORPORATIONS
TALLAHASSEE FLORIDA

Empire Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION

of

Talbot Healthcare Management Corp.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Talbot Healthcare Management Corp.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 1,000 one thousand shares () of one Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>Victoria Cooper</u>		
ADDRESS	<u>13825 S.W. 88th Street #179</u>		
CITY	<u>MIAMI</u>	FLORIDA	<u>33186</u> ZIP

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>same</u>		
ADDRESS			
CITY		FLORIDA	ZIP

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 (one) 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 names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>Victoria Cooper</u>		
ADDRESS	<u>13525 S.W. 111 Terrace</u>		
CITY	<u>MIAMI</u>	STATE	<u>FLA.</u> ZIP <u>33186</u>
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	<u>Victoria Cooper</u>		
ADDRESS	<u>13525 S.W. 111 Terrace</u>		
CITY	<u>MIAMI</u>	STATE	<u>FLA.</u> ZIP <u>33186</u>
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 12th day of April, 2001.

Victoria Cooper (Seal)
 _____ (Seal)
 _____ (Seal)

CERTIFICATE AND KNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

Talbot Healthcare Management Corp.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 13825 S.W. 88th Street #179
MIAMI, FLA. 33186

has named Victoria Cooper

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Victoria Cooper
(registered agent)

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0 APR 13 AM 9:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA