

PD1000042302

April 19, 2001

EFFECTIVE DATE
05/01/01

Department of State
PO Box 6327
Tallahassee FL 32314

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-04/25/01--01072--016
*****131.25 *****87.50

RE: Caring, Incorporated of Bay County

Dear Sir:

Enclosed with this letter are our Articles of Incorporation for Caring, Incorporated of Bay County. I would like the corporation to be effective as of May 1, 2001. Enclosed you will find a check for \$131.25 to cover the filing fees, certified copy and certificate.

Sincerely,

Walter Robinson

Walter Robinson
President

FILED
01 APR 25 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK APR 26 2001

(5)

EFFECTIVE DATE
05/01/01

FILED

01 APR 25 PM 2:04

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. The name of the corporation is Caring, Incorporated of Bay County.
2. The period of its duration is perpetual.
3. The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.
4. The corporation shall have authority to issue 100 shares of common stock having a par value of \$1.00 per share.
5. The address of its initial registered office is:

11921 Caruso Drive
Panama City, Fl., 32404

The Registered Agent is Walter Robinson

6. The number of directors may be from time to time fixed by the shareholders. The number of directors constituting its initial Board of Directors is two, whose names and addresses are as follows:

Walter Robinson
11921 Caruso Drive
Panama City Fl., 32404

Mailing Address:
PO Box 3567
Panama City, FL
32401

Mary Robinson
11921 Caruso Drive
Panama City Fl., 32404

Mailing Address:
PO Box 3567
Panama City, FL
32401

7. The Corporation's principal office along with the Incorporator is as follows:

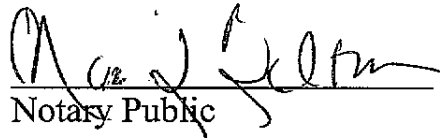
Walter Robinson
11921 Caruso Drive
Panama City, FL, 32404
8. The power to adopt, alter, amend or repeal the By-laws shall be vested in the Board of Directors and the Shareholders, and said power shall be exercised by a unanimous vote of the Directors and Shareholders.
9. The Shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a Stockholder's meeting by a unanimous vote of all common stock issued and outstanding.
10. The unanimous consent of the Stockholders of the corporation shall be required for any Shareholder action.
11. The unanimous consent of the Board of Directors of the corporation shall be required for any action of the Board of Directors.
12. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property or in shares of capital stock of the corporation.
13. This corporation shall commence its existence on this, the 1st day of May 2001, as agreed upon by all shareholders.

Walter Robinson
Walter Robinson

STATE OF FLORIDA
COUNTY OF BAY

Before me, the undersigned authority, Walter Robinson, personally appeared, well known to me to be the person described herein and who executed the foregoing instrument and acknowledged to and before me that he executed the same. Witness my hand and official seal this 19th day of April 2001.

Mamie L. Belton
Notary Public - State of Florida
My Commission Expires Oct. 8, 2004
Commission No. CC 971733


Notary Public

CERTIFIED DESIGNATION PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHO PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted,
in compliance with said act:

First – Caring, Incorporated of Bay County, desiring to organize under the
laws of the State of Florida with it's principal office as indicated in the
Articles of Incorporation, at City of Panama City, County of Bay, State of
Florida, has named Walter Robinson, 11921 Caruso Drive, Panama City,
Florida, 32404 as its registered agent to accept services of process with this
State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated
corporation, at place designated in this certificate, I hereby accept to act in
this capacity, and agree to comply with the provisions of said office.

Walter Robinson

Walter Robinson, Registered Agent

STATE OF FLORIDA
COUNTY OF BAY

Before me, the undersigned authority, Walter Robinson, personally
appeared, well known to me to be the person described herein and who
executed the foregoing instrument and acknowledged to and before me that
he executed the same. Witness my hand and official seal this 19th day of
April 2001.

Mamie L. Belton
Notary Public - State of Florida
My Commission Expires Oct. 8, 2004
Commission No. CC 971733

Mamie L. Belton
Notary Public

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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