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TRANSMITTAL LETTER

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

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-05/04/01--01012--003
*****87.50 *****87.50

SUBJECT: MCPHAIL ELDER CARE INC.

Enclosed is an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation. Please file this as a **S Corporation**.

Also enclosed is a photography of the Articles. Please return this to me with the filing date stamped on it. Also please include a certified copy of the articles along with the certificate of status.

A check for \$87.50 is enclosed.

Thank You,



SAMUEL N. BAINE
144 JEFFERSON STREET
LAKE WALES, FL 33853

FILED
01 MAY -4 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5-9-01
WPC

FILED
01 MAY -4 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FL

**ARTICLES OF INCORPORATION
OF
STATEWIDE SERVICES CORPORATION**

ARTICLE I- NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation is MCHPAIL ELDER CARE INC., and its principal place of business shall be located at 144 Jefferson Street, Lake Wales, FL 33853

ARTICLE II- DURATION

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

ARTICLE III-PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV- CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock, with an assigned value of \$1.00 per share and shall designated as "Common Shares."

ARTICLE V- PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof, (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is 144 Jefferson Street, Lake Wales, FL 33853

ARTICLE VII- DIRECTORS

Initially, this corporation shall have **two (2)** Directors who shall serve until their successors shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) director constituting the initial Board of Directors. The number of Directors may be increased or decreased from time to time by the Bylaws. The name and address of the initial director is as follows:

Name: Samuel N. Baine

144 Jefferson Street

Lake Wales, FL 33853

ARTICLE VIII-OFFICERS

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

Name

Address

President Samuel N. Baine

144 Jefferson Street

Lake Wales, FL 33853

Vice President

Faye Coatney

521 N. 7th Street

Lake Wales, FL 33853

ARTICLE IX- INCORPORATOR

The name and address of the Incorporator signing these articles is:

Name

Address

Samuel N. Baine

144 Jefferson Street

Lake Wales, FL 33853

ARTICLE X- INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided §607.0831, Florida Statutes (1990).

ARTICLE XI-AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF the undersigned incorporators have executed these Articles of Incorporation on the date of signing.

Dated: April 26, 2001.

By: Samuel N. Baine
Samuel N. Baine, President
Incorporator

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

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designation the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: MCPHAIL ELDER CARE INC.
2. The name and address of the registered agent and office is:

**SAMUEL N. BAINE
144 JEFFERSON STREET
LAKE WALES, FL 33853**

FILED
01 MAY -4 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 April 26, 2001



SAMUEL N. BAINE

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL. 32314