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THE LAW OFFICES OF
CARL H. WINSLOW, JR., P.A.
1415 Dean Street, Ste. 107
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01 MAY 16 AM 8:58

SECRETARY OF STATE
TALLAHASSEE FLORIDA

May 15, 2001

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

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

RE: FORT MYERS HEALTH CARE, INC.

Dear Sir or Madam:

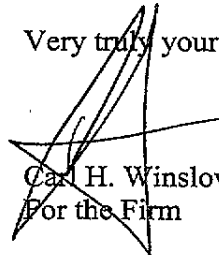
Enclosed are an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

Please feel free to contact me at:
1415 Dean Street, Ste. 107
Fort Myers, Florida 33901
941/332-1114 Telephone
941/332-1836 Fax

Very truly yours,



Carl H. Winslow, Jr., Esq.
For the Firm

Enclosures

D. WHITE MAY 23 2001

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ARTICLES OF INCORPORATION
OF
Fort Myers Health Care, Inc.

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TALLAHASSEE FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation is Fort Myers Health Care, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are: 60 Flamingo Drive,
Fort Myers Beach, FL 33931.

ARTICLE III. CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 1,000, all of which shall be common shares. The par value is valued at \$1 per share. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent are Agent: Carl H. Winslow, Jr., Esq.

Office: Carl H. Winslow, Jr., P.A., 1415 Dean Street, Suite 107; Fort Myers, Florida 33901

ARTICLE V. INCORPORATORS

The name(s) and address(es) of the incorporator(s) of these articles of incorporation are:

Name: Carl H. Winslow, Jr., Esq., Registered Agent & Incorporator

Address: 1415 Dean Street, Suite 107, Fort Myers, Florida 33901

OPTIONAL PROVISIONS

ARTICLE VI - INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former officers and directors, to the fullest extent permitted by law.

ARTICLE VII - PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's prorata portion of the following:

A. Any stock or any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any shareholder who does not exercise it and pay of the shares preempted within thirty (30) days after receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the shareholder.

ARTICLE VIII - OFFICERS/DIRECTORS

The name(s) and address(es) of the officers and director(s) of this corporation are:

Name

Address

Jim Bolger, Director

60 Flamingo Drive, Fort Myers Beach, FL 33931

Jim Bolger, President

60 Flamingo Drive, Fort Myers Beach, FL 33931

Bob Ziegenfuss, Vice President

60 Flamingo Drive, Fort Myers Beach, FL 33931

Bob Ziegenfuss, Secretary

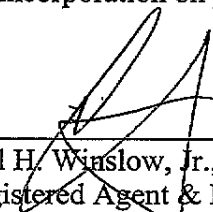
60 Flamingo Drive, Fort Myers Beach, FL 33931

Jim Bolger, Treasurer

60 Flamingo Drive, Fort Myers Beach, FL 33931

The undersigned have/executed these articles of incorporation on

5/15/01
(Date)



Carl H. Winslow, Jr., Esq.
Registered Agent & Incorporator

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

PURSUANT TO THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: **Fort Myers Health Care, Inc.**
2. The name and address of the registered agent and office is:

**Carl H. Winslow, Jr., Esq.
Carl H. Winslow, Jr., P.A.
1415 Dean Street, Suite 107
Fort Myers, Florida 33901**

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.

Carl H. Winslow, Jr., Esq.

5/15/01
Date

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