

PO1000052129

PHYLLIS A. MANN
2316 BRADFORD ST.
SARASOTA, FL 34231

000004271510--2
-05/18/01--01093--010
*****70.00 *****70.00

MAY 18, 2001

BUREAU OF CORPORATION RECORDS
CHARTER SECTION
DIVISION OF CORPORATION
P. O. BOX 6327
TALLAHASSEE, FL 32314

RECORDED
MAY 18 AM 9:09
TALLAHASSEE FLORIDA

THE ENCLOSED CHECK IS FOR:

FILING FEE \$20.
REGISTERED AGENT \$20.
CHARTER DOCUMENT \$30.

TOTAL \$70.

CHECK # 1992

PLEASE RETURN ALL DOCUMENTS TO THIS OFFICE.

THANK YOU.

Phyllis A Mann
PHYLLIS A MANN

g 5/25/01

EFFECTIVE DATE

6/1/01

2001 MAY 18 AM 9:09

ARTICLES OF INCORPORATION
OF
P. A. M. SENIOR CARE, INC.

CLERK OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE ONE
NAME

THE NAME OF THE CORPORATION IS P. A. M. SENIOR CARE, INC.

ARTICLE TWO
DURATION

THIS CORPORATION SHALL COMMENCE EXISTENCE AS OF JUNE 1, 2001.

ARTICLE THREE
PURPOSE

THE CORPORATION MAY TRANSACT ANY AND ALL LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE FOUR
CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES OF CAPITAL STOCK THE CORPORATION HAS AUTHORITY TO ISSUE IS 1000 SHARES, ALL OF WHICH SHALL BE COMMON SHARES WITH A PAR VALUE OF \$1.00 PER SHARE.

ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED

EACH SHAREHOLDER OF ANY CLASS OF STOCK OF THE CORPORATION SHALL BE ENTITLED TO FULL PREEMPTIVE RIGHTS TO PURCHASE HIS PRO RATA SHARE OF ANY UNISSUED SHARES OF THE CORPORATION OF THE SAME KIND, CLASS, OR SERIES AS THAT WHICH HE ALREADY HOLDS, AND ANY SECURITIES OF THE CORPORATION CONVERTIBLE INTO OR CARRYING A RIGHT TO SUBSCRIBE TO OR ACQUIRE SHARES OF ANY SUCH UNISSUED TREASURY SHARES AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE SIX
REGISTERED OFFICE

THE ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 2316 BRADFORD ST., SARASOTA, FL 34231 AND THE INITIAL REGISTERED AGENT AT SUCH ADDRESS IS PHYLLIS A. MANN.

ARTICLE SEVEN
INITIAL STOCK SUBSCRIPTIONS

PHYLLIS A. MANN
2316 BRADFORD ST.
SARASOTA, FL 34331

100 SHARES

ARTICLE EIGHT
MANAGEMENT

THE BUSINESS OF THE CORPORATION SHALL BE MANAGED BY THE PRESIDENT APPOINTED BY THE STOCKHOLDERS OF THE CORPORATION.

ARTICLE NINE
INCORPORATION

THE NAME AND ADDRESS OF THE INCORPORATOR IS: PHYLLIS A. MANN, 2316 BRADFORD ST., SARASOTA, FL 34231.

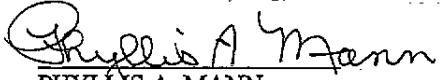
ARTICLE TEN
AMENDMENTS

THE CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISION CONTAINED IN THE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO BUT ONLY BY MAJORITY VOTE OF THE SHAREHOLDERS.

ARTICLE ELEVEN
PRINCIPLE OFFICE ADDRESS

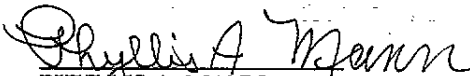
THE MAILING ADDRESS OF THE PRINCIPLE OFFICE IS: 2316 BRADFORD ST.,
SARASOTA, FL 34231.

MAY 18 AM 9:09
STATE
TALLAHASSEE FLORIDA


PHYLLIS A. MANN

ACCEPTANCE

I AGREE AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS: TO KEEP AN OFFICE OPEN DURING PRESCRIBED HOURS; TO POST MY NAME (AND ANY OTHER OFFICERS OF SAID CORPORATION AUTHORIZED TO ACCEPT SERVICE OF PROCESS AT THE ABOVE FLORIDA DESIGNATED ADDRESS) IN SOME CONSPICUOUS PLACE IN THE OFFICE AS REQUIRED BY LAW.


PHYLLIS A. MANN

REGISTERED AGENT