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PHILIP S. MEHALL
Counselor at Law

May 30, 2001

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

FILED
01 JUN - 1 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Angel Care America Medical Services, P.A.

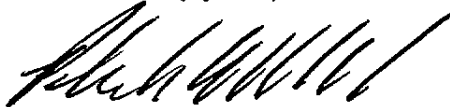
Dear Sir or Madam:

Enclosed for filing on behalf of Angel Care America Medical Services, P.A. is the following:

1. One original and one copy of the Articles of Incorporation;
2. One original and one copy of Consent of Use of Name; and
3. Filing fee of \$70.00.

Please contact the undersigned if there are any questions in connection with this filing.

Very truly yours,



Philip S. Mehall

Encl.

cc: David J. Corcoran (w/o Encl.)

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ANGEL CARE AMERICA, INC.

4400 Deerwood Court
Bonita Springs, FL 34134

FILED
01 JUN - 1 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 29, 2001

Angel Care America Medical, P.A.
2500 North Tamiami Trail
Suite 116
Naples, Florida 34103
Attn: Richard L. Bowen, M.D.

Re: Consent to Use of Name

Dear Dr. Bowen:

The undersigned, as the Vice President of Angel Care America, Inc., a Delaware corporation, hereby consents to your use of the name "Angel Care America Medical Services, P.A." for purposes of forming a Florida Professional Service Corporation.

ANGEL CARE AMERICA, INC.

By: 
David J. Concoran, Vice President

ARTICLES OF INCORPORATION

OF

ANGEL CARE AMERICA MEDICAL SERVICES, P.A.

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The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a Corporation, pursuant to the provisions of the Florida Professional Service Corporation and Limited Liability Company Act.

FIRST: The corporate name for the Corporation (hereinafter called the "Corporation") is Angel Care America Medical Services, P.A.

SECOND: The street address, wherever located, of the principal office of the Corporation is 2500 North Tamiami Trail, Suite 116, Naples, Florida 34103.

The mailing address, wherever located, of the Corporation is:
2500 North Tamiami Trail
Suite 116
Naples, Florida 34103

THIRD: The number of shares that the Corporation is authorized to issue is 1,000, all of which are of a par value of \$.01 per share and are of the same class and are Common Shares.

FOURTH: The street address of the initial registered office of the Corporation in the State of Florida is 2500 North Tamiami Trail, Suite 116, Naples, Florida 34103.

The name of the initial registered agent of the Corporation at the said registered office is Richard L. Bowen, M.D.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

Name
Richard L. Bowen, M.D.

Address
2500 North Tamiami Trail
Suite 116
Naples, Florida 34103

SIXTH: No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities, or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The purposes for which the Corporation is organized are as follows:


To provide medical care and related services for patients with Alzheimers disease and dementia.

To engage in any lawful business for which Corporations may be organized under the Florida Professional Service Corporation and Limited Liability Company Act.

To have all of the general powers granted to Corporations organized under the Florida Professional Service Corporation and Limited Liability Company Act, whether granted by specific statutory authority or by construction of law.

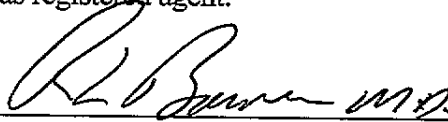
EIGHTH The duration of the Corporation shall be perpetual.

NINTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Professional Service Corporation and Limited Liability Company Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.


Richard L. Bowen, M.D., Incorporator

Date: 5-25-01

Having been named as registered agent and to accept service of process for the above-named Corporation at the place designated in these Articles of Incorporation, 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.



Richard L. Bowen, M.D.

Date: 5-25-01

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