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DANIEL CIMINELLI

Attorney at Law

Commerce Center of Naples
239 Airport Road South
Naples, Florida 34104

Telephone: (941) 430-1221
Facsimile: (941) 213-0954

* Also admitted to New York Bar

JULY 18, 2001

Via PRIORITY US MAIL

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

300004482613--4
-07/23/01--01130--002
*****78.75 *****78.75

RE: Incorporation of TOTAL CARE SERVICES OF FLORIDA, INC.

Dear Sir or Madam:

Enclosed please find the original and two copies of the Articles of Incorporation and Agent's Appointment and Acceptance for **TOTAL CARE SERVICES OF FLORIDA, INC.**, as well as our firm check in the amount of \$78.75. We have also enclosed an addressed/stamped envelope for return of one copy of the articles as well as your letter of receipt.

Thank you for your assistance in this matter. If you should have any questions or comments, please do not hesitate to contact our office at (941) 430-1221.

Sincerely,



Daniel Ciminelli, Esq.

DM/mp

enclosures: as stated

cc: TOTAL CARE SERVICES OF FLORIDA, INC

FILED
2001 JUL 23 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B 7-25-01

ARTICLES OF INCORPORATION
OF
TOTAL CARE SERVICES OF FLORIDA, INC.

ARTICLE I

NAME

THE NAME OF THIS CORPORATION SHALL BE: TOTAL CARE SERVICES OF
FLORIDA, INC.

ARTICLE II

DURATION

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE III

PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF SERVICE TO THE
HORTICULTURE INDUSTRY AND FOR THE PURPOSE OF TRANSACTING ANY AND
ALL OTHER LAWFUL BUSINESS.

ARTICLE IV

CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES OF \$ 1.00 PAR
VALUE COMMON STOCK.

ARTICLE V

PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF
THIS CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRO-RATA SHARE
(AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT
THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE VI

REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION
IS 5880 10TH AVENUE NW, NAPLES , FLORIDA 34119, AND THE NAME OF THE
REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS BRUCE
DELIA

ARTICLE VII

PRINCIPAL OFFICE

THE MAILING ADDRESS AND STREET ADDRESS OF THE PRINCIPAL OFFICE
IS 5880 10TH AVENUE NW, NAPLES, FLORIDA 34119

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

THE CORPORATION SHALL HAVE ONE DIRECTOR(S) INITIALLY. THE
NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM
TIME TO TIME BY THE BYLAWS, BUT SHALL NEVER BE LESS THAN ONE.

THE NAME AND ADDRESS OF THE INITIAL DIRECTOR OF THIS
CORPORATION IS:

BRUCE DELIA
5880 10TH AVENUE NW
NAPLES, FLORIDA 34119

ARTICLE IX

INCORPORATOR

THE NAME AND ADDRESS OF THE INITIAL INCORPORATOR OF THE
CORPORATION IS:

BRUCE DELIA
5880 10TH AVENUE NW
NAPLES, FLORIDA 34119

ARTICLE X

GENERAL PROVISIONS

THE PRIVATE PROPERTY OF THE STOCKHOLDERS SHALL NOT BE
SUBJECT TO THE PAYMENT OF ANY CORPORATE DEBTS TO ANY EXTENT
WHATSOEVER.

SUBJECT TO THE PROVISIONS AND CONDITIONS OF THIS ARTICLE,
THE CORPORATION SHALL HAVE THE FULL POWER AND LAWFUL AUTHORITY TO
ACCEPT PROPERTY, LABOR AND SERVICES IN PAYMENT FOR SHARES OF ITS
CAPITAL STOCK IN LIEU OF CASH, AT JUST VALUATION TO BE FIXED BY ITS
BOARD OF DIRECTORS.

A DIRECTOR OF THE CORPORATION MAY TRANSACT BUSINESS, BORROW,
LEND OR OTHERWISE DEAL OR CONTRACT WITH THE CORPORATION TO THE
FULL EXTENT AND SUBJECT ONLY TO THE LIMITATIONS AND PROVISIONS OF
THE LAWS OF THE STATE OF FLORIDA AND LAWS OF THE UNITED STATES.
THE CORPORATION SHALL INDEMNIFY EACH DIRECTOR AND OFFICER OF
THE CORPORATION AGAINST ALL OR ANY PORTION OF ANY EXPENSES

REASONABLY INCURRED BY HIM IN CONNECTION WITH OR ARISING OUT OF ANY ACTION, SUIT OR PROCEEDING IN WHICH HE MAY BE INVOLVED, BY REASON OF HIS BEING OR HAVING BEEN AN OFFICER OR DIRECTOR OF THE CORPORATION (WHETHER OR NOT HE CONTINUES TO BE AN OFFICER OR DIRECTOR AT THE TIME OF INCURRING SUCH EXPENSES), TO THE FULL EXTENT PERMITTED BY AND SUBJECT ONLY TO THE LIMITATIONS AND PROVISIONS OF THE LAWS OF THE STATE OF FLORIDA AND LAWS OF THE UNITED STATES.

IN WITNESS WHEREOF, THE UNDERSIGNED, BRUCE DELIA, HAS MADE AND SUBSCRIBED THESE ARTICLES OF INCORPORATION FOR THE USES AND PURPOSES AFORESAID, ON THIS 18th DAY OF JULY, 2001.


(NAME OF INCORPORATOR(S))

STATE OF FLORIDA
COUNTY OF COLLIER

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 18th DAY OF JULY, 2001, BY BRUCE DELIA, WHO IS PERSONALLY KNOWN TO ME AND WHO DID TAKE AN OATH.


NOTARY PUBLIC

MARK PATTERSON
PRINT NAME OF NOTARY

My Commission Expires:

{SEAL}



Mark J. Patterson
Commission # CC934491
Expires May 8, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

AGENT=S APPOINTMENT AND ACCEPTANCE

I, BRUCE DELIA, THE INCORPORATOR OF TOTAL CARE SERVICES OF FLORIDA, INC., DO HEREBY UNANIMOUSLY APPOINT BRUCE DELIA, REGISTERED AGENT, FOR SERVICE OF PROCESS OF TOTAL CARE SERVICES OF FLORIDA, INC..


BRUCE DELIA

STATE OF FLORIDA

COUNTY OF COLLIER

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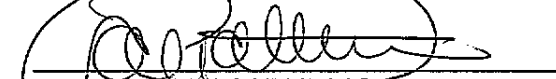
I, BRUCE DELIA, HEREBY ACCEPT APPOINTMENT AS REGISTERED AGENT FOR SERVICE OF PROCESS.


BRUCE DELIA

STATE OF FLORIDA

COUNTY OF COLLIER

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