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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Peg Holloway  
1942 Elderberry Court NE  
Palm Bay, FL 32905

September 18, 2001

Bureau of Corporate Records  
Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

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-09/24/01--01101--002  
\*\*\*\*122.50 \*\*\*\*\*78.75

Subject: Peg Holloway Senior Care Management., Inc.

Please find enclosed an original and two (2) copies of the Articles of Incorporation of Peg Holloway Senior Care Management, Inc. Also enclosed is our check payable to your order in the amount of \$122.50 for the various fees. Please send the certified copy of the Articles to the above address.

Thank you for your cooperation.

Sincerely,

*Peg Holloway*

Peg Holloway

BB 9-25-01

ARTICLES OF INCORPORATION

Peg Holloway Senior Care Management, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned do hereby act as incorporators in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida General Corporation Act.

ARTICLE I – NAME

The name of this Corporation (hereinafter “corporation”) shall be:  
Peg Holloway Senior Care Management, Inc.

ARTICLE II – PURPOSE OF BUSINESS

The purpose of this business is to engage in any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III – AUTHORIZED SHARES

The corporation shall be authorized to create, issue and have outstanding at any time, a maximum of 50,000 shares of common stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE IV – TERM OF EXISTENCE

The term of existence of the Corporation shall begin upon the filing of these Articles with the Secretary of State.

The Corporation shall exist perpetually unless dissolved in accordance with the laws of the State of Florida.

ARTICLE V – VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

#### ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation in the State of Florida and the principle address shall be:

1942 Elderberry Court NE  
Palm Bay, FL 32905

The name of the initial registered agent of this Corporation shall be:

<u>NAME</u>	<u>STREET ADDRESS</u>
Peg Holloway	1942 Elderberry Court NE, Palm Bay, FL 32905

#### ARTICLE VII – INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) President initially. The number of officers may be either increased or decreased from time to time by the By-laws, but shall never be less than one.

The names and street addresses of the initial Board of Directors, who shall hold office until his or her successor shall have been duly elected or appointed and have qualified, are as follows:

<u>TITLE</u>	<u>NAME</u>	<u>STREET ADDRESS</u>
President –	Peg Holloway	1942 Elderberry Court NE, Palm Bay, FL 32905

#### ARTICLE VIII – INCORPORATORS

The names and addresses of the persons signing these Articles are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Peg Holloway	1942 Elderberry Court NE, Palm Bay, FL 32905

#### ARTICLE IX – BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors.

#### ARTICLE X – APPROVAL OF SHARHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

#### ARTICLE XI – BOARD OF DIRECTORS COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the Board of Directors of this corporation.

ARTICLE XII – IDEMNIFICATION

This corporation shall indemnify any Officer or Director or a former officer or director, to the full extent permitted by law.

ARTICLE XIII – AMENDMENTS

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.

IN WITNESS WHEREOF, the undersigned has made and subscribe the Articles of Incorporation, on this 20 day of September, 2001.

Greg Holloway

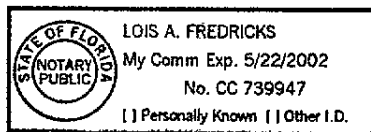
State of Florida  
County of Brevard

Before me, a notary public authorized to take acknowledgements is the state and county set forth above, personally appeared Greg Holloway and known to me and known by me to be the persons who executed the forgoing Articles of Incorporation, and they acknowledge before me that they execute these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, in the state and county aforesaid, the 20 day of September, 2001.

Lois A. Fredricks  
NOTARY PUBLIC

My Commission Expires:

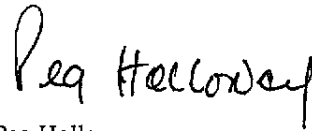


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DESIGNATION AND ACCEPTANCE

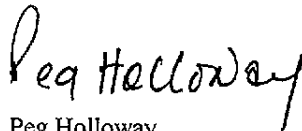
REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, Peg Holloway Senior Care Management, Inc. having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1942 Elderberry Court NE, Palm Bay, FL 32905, as Peg Holloway Senior Care Management, Inc. located thereat as its registered agent to accept service of process within this state.



Peg Holloway

Having been named as registered agent to accept service of process for the above-named corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.



Peg Holloway