

ARTHUR J. CAPPELLA  
CERTIFIED PUBLIC ACCOUNTANT

TEL.: (561) 732-3113  
FAX: (561) 732-1129

1100 S. FEDERAL HIGHWAY  
BOYNTON BEACH, FL 33435

OCTOBER 3, 2001

STATE OF FLORIDA  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FL. 32314

500004626615--6  
-10/08/01--01044--007  
\*\*\*\*\*78.50 \*\*\*\*\*78.50

DEAR SIR:

ENCLOSED, PLEASE FIND CHECK FOR \$78.50 FOR  
INCORPORATING COMPANION SERVICES OF FLORIDA, INC.

WHEN COMPLETED PLEASE RETURN TO:

ARTHUR J. CAPPELLA  
CERTIFIED PUBLIC ACCOUNTANT  
1100 SOUTH FEDERAL HWY  
BOYTON BEACH, FL. 33435

THANKING YOU IN ADVANCE.

SINCERELY,



ARTHUR J. CAPPELLA  
CERTIFIED PUBLIC ACCOUNTANT

2001 OCT -8 AM 10:50  
RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

10/9/01

## ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit.

### ARTICLE I, NAME

The name of this corporation shall be:

COMPANION SERVICES OF FLORIDA, INC.

### ARTICLE II, NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

### ARTICLE III, CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any time is Five Hundred (500) Shares of common stock, of One Dollar (\$1.00) par value.

### ARTICLE IV, INITIAL CAPITAL

The amount of capital with which this Corporation will begin business will not be less than One Hundred (\$100.00) Dollars.

### ARTICLE V, TERM OF EXISTENCE

The Corporation is to have perpetual existence.

### ARTICLE VI, ADDRESS

The initial street address in the State of the principal Office of the Corporation shall be:

1100 SOUTH FEDERAL HIGHWAY  
SUITE 4  
BOYNTON BEACH, FL 33435

The Board of Directors may from time to time move the principal office to any other address in Florida.

FILED  
2001 OCT -8 AM 10:50  
SEC. OF STATE  
TALLAHASSEE FLORIDA

ARTICLE VII, INITIAL BOARD OF DIRECTORS

This Corporation shall have one Director(s) initially.

The number of Directors may be either increased or diminished by the by-laws adopted by the shareholders but shall never be less than one. The name and address of the initial Director of this Corporation:

WILLIAM HORNECK  
1100 S. FEDERAL HIGHWAY  
BOYTON BEACH, FL. 33435

ARTICLE VIII, INCORPORATOR

The names and addresses of the Incorporators:

WILLIAM HORNECK  
1100 S. FEDERAL HIGHWAY  
BOYTON BEACH, FL. 33435

ARTICLE IX, BY-LAWS

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

ARTICLE X, AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XI, SUB-CHAPTER S CORPORATION

This Corporation may be a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

ARTICLE XII, REGISTERED AGENT AND REGISTERED OFFICE.

THE REGISTERED AGENT WILLIAM HORNECK LOCATED AT  
1100 S FEDERAL HIGHWAY, BOYTON BEACH, FL. 33435

ACCEPT THIS POSITION AS SIGNED BELOW: I HEREBY AM FAMILAR WITH  
AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT  
FOR SAID CORPORATION.

FOR SAID CORPORATION.

William J. Horne

(WILLIAM HORNECK)

THE REGISTERED OFFICE WILL BE AT:

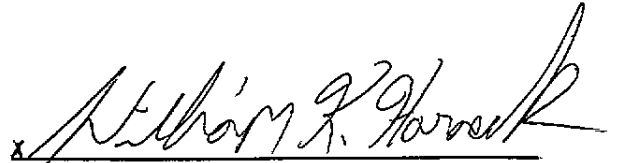
1100 S. FEDERAL HIGHWAY, BOYTON BEACH, FL. 33435

X William K. Foreck

(WILLIAM HORNECK)

2001 OCT -8 AM 10:50  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, the undersigned, as subscribing incorporators, have hereinto set our hands and seals this 2nd day of OCTOBER 2001 for the purpose of forming this Corporation under the Laws of the State of Florida, and hereby make and file, in the office of the Secretary of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

A handwritten signature in dark ink, appearing to read "William Horneck", is written over a horizontal line.

(WILLIAM HORNECK)

SWORN TO AND SUBSCRIBED BEFORE ME

THIS \_\_\_\_\_ day of \_\_\_\_\_

\_\_\_\_\_  
Notary Public