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JANE ELLEN VINCI
DANIEL D. WHITAKER

November 19, 2001

FILED
01 NOV 20 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE: (813) 250-0577
FACSIMILE: (813) 250-9898

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

VIA UPS Next Day Air

Re: Care Provider Professionals, Inc.
Care Provider Professionals of Florida, Inc.
Numed Home Health of America, Inc.

700004690137--0
-11/21/01--01010--001
*****236.25 *****78.75

To Whom It May Concern:

Enclosed are two originals of Articles of Incorporation for the above-named corporations. Please file one original and certify and return one original for each new corporation to me.

Also enclosed is our firm check in the amount of \$236.25, to cover the following costs for each filing:

| | | |
|----|---------------------------------|----------------|
| 1. | Filing fee | \$35.00 |
| 2. | Designation of Registered Agent | 35.00 |
| 3. | Certified copy of Charter | <u>8.75</u> |
| | Total | \$78.75 |

Thank you. If you have any questions, please give me a call.

Sincerely,

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

Nancy Barnes

Nancy Barnes, Paralegal

NRB/co
Enclosures

cc: Care Provider Professionals, Inc.
Care Provider Professionals of Florida, Inc.
Numed Home Health of America, Inc.

J. BRYAN NOV 27 2001

ARTICLES OF INCORPORATION
OF
NUMED HOME HEALTH OF AMERICA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act, and pursuant to the following Articles of Incorporation.

ARTICLE 1

Name

The name of this corporation is: NuMed Home Health of America, Inc.

ARTICLE 2

Principal Address / Mailing Address

The principal address and the mailing address of this corporation are 5025 West Lemon Street, Tampa, Florida 33609.

ARTICLE 3

Shares

This corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock.

ARTICLE 4

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 712 South Oregon Avenue, Tampa, Florida 33606 and the name of the initial registered agent of this corporation at that address is Michael R. Carey.

ARTICLE 5

Incorporator

The name and address of the person signing these Articles are:

Tim Klace
5025 West Lemon Street
Tampa, Florida 33609

ARTICLE 6

Initial Board of Directors

This corporation shall have one (1) director 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 (1). The name and address of the initial director of this corporation is:

Tim Klace
5025 West Lemon Street
Tampa, Florida 33609

The method of election of directors will be stated in the Bylaws.

ARTICLE 7

Indemnification

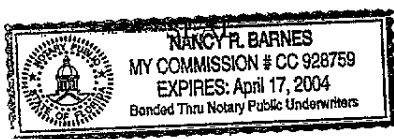
The corporation may enter into indemnification agreements and adopt Bylaw provisions for indemnification of any officer or director, or any former officer or director, or may provide, at the corporation's election, for indemnification of any officer or director, or any former officer or director, without agreement or Bylaw provisions to the full extent permitted by law. The corporation shall not be subject to court-ordered indemnification pursuant to Section 607.0850(9), Florida Statutes.

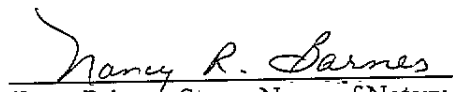
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 19th day of November, 2001.


Tim Klace

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

The foregoing instrument was acknowledged before me this 19th day of November, 2001 by Tim Klace.

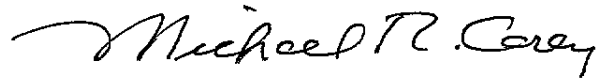



Type, Print or Stamp Name of Notary

Personally known X
or Produced Identification _____
Type of Identification Produced _____

Acceptance of Registered Agent

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment of 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.



Michael R. Carey
712 South Oregon Avenue
Tampa, Florida 33606

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TALLAHASSEE, FLORIDA