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ACCOUNT NO. : 072100000032

REFERENCE : 335598 97680A

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED
2001 DEC 12 PM 4:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : December 12, 2001

ORDER TIME : 2:20 PM

ORDER NO. : 335598-005

CUSTOMER NO: 97680A

CUSTOMER: William R. Heiss, Esq
William R. Heiss, Esq

25 Bellac

Tallahassee, FL 32303

RECEIVED
01 DEC 12 PM 4:00
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: MCM MAXCARE, INC.

000004721540--5

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS:

JS 12/13/01

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2001 DEC 12 PM 4:30

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
MCM MAXCARE, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MCM MAXCARE, INC.

The address of the principal office of this corporation shall be 25 Bellac, Tallahassee, Florida 32303, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$.01 par value per share.

ARTICLE IV. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE V. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on December 12, 2001 .

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

KLD/DAS