

P02000051626

BOND, ARNETT & PHELAN, P. A.

ATTORNEYS AT LAW
101 SOUTHWEST THIRD STREET
POST OFFICE BOX 2405
OCALA, FLORIDA 34478

TELEPHONE
(352) 622-1188

FAX
(352) 622-1125

JOHN W. ARNETT**
M. THOMAS BOND, JR.
ANN MELINDA CRAIGGS
WILLIAM H. PHELAN, JR.
MARTY SMITH*

**BOARD CERTIFIED REAL ESTATE LAWYER
*OF COUNSEL

May 2, 2002

Katherine Harris, Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

600005463386--6
-05/06/02--01107--002
*****70.00 *****70.00

RE: Better @ Home Health Care Professionals, Inc.

Dear Mrs. Harris:

Enclosed please find the original and one copy of the Articles of Incorporation regarding the above corporation together with a check in the amount of \$70.00 to cover the filing cost. Please file and return a copy to the undersigned.

Thank you for your assistance and cooperation in this matter.

Sincerely,

BOND, ARNETT & PHELAN, P.A.

By: Victoria L. Smith
Victoria L. Smith, Paralegal

/vls
Enclosures
cc: Client

FILED
02 MAY -6 AM 7:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

25/0/02

5

FILED

02 MAY -6 AM 7: 35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

BETTER @ HOME HEALTH CARE PROFESSIONALS, INC.

ARTICLE I - Name

The name of this corporation is **Better @ Home Health Care Professionals, Inc.**

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - Initial Street Address

The street address of the initial principal office of this corporation is 535 NE 36th Avenue, Suite 3, Ocala, FL 34472, and the name of the initial registered agent of this corporation is William H. Phelan, Jr., Bond, Arnett, Phelan, Smith & Craggs, P.A.

ARTICLE VI - Initial Board of Directors

This corporation shall have One (1) director initially. The number of directors may be either increased or decreased from time to time by the by-laws, but shall never be less than one (1). The names and addresses of the initial director of this corporation is:

Patricia F. Yancey
535 NE 36th Avenue, Suite 3
Ocala, Florida 34472

The person named as the initial director shall hold office for the first year of existence of this corporation or until her successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VII - Incorporator

The name and address of the person signing these articles is: Patricia F. Yancey.

ARTICLE VIII - By-laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

ARTICLE IX - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - Pre-emptive Rights

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XI - Amendment

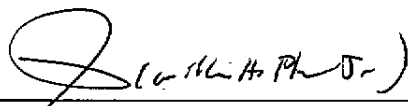
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII - Registered Agent

In accordance with Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

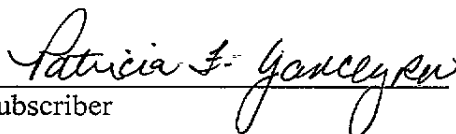
That Better @ Home Health Care Professionals, Inc. desiring to organize under the laws of the State of Florida, with its principal office at 535 NE 36th Avenue, Suite 3, Ocala, Florida 34472, has named William H. Phelan, Jr., Esq., Bond, Arnett, Phelan, Smith & Craggs, P.A., located at 101 SW 3rd Street, Ocala, Florida 34474, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Registered Agent

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2nd day of May, 2002.



Subscriber

STATE OF FLORIDA
COUNTY OF MARION

The foregoing Articles of Incorporation was acknowledged before me on this 2nd day of May, 2002 by Patricia F. Yancey who is personally known to me or who has produced a driver's license issued by the Department of Highway Safety and Motor Vehicles, and who did not / did take an oath.

Helen Haley Driscoll

Notary Public

State of Florida at Large

My commission expires:

HELEN HALEY DRISCOLL
Notary Public, State of Florida
My comm. exp. May 17, 2005
Comm. No. DD 013588

FILED
02 MAY -6 AM 7:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA