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ALSO ADMITTED TO
PRACTICE IN
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June 27, 2002

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*****78.75 *****78.75

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Bay Area Home Health Services, Inc.

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of Articles of Incorporation for the above-referenced corporation. Also enclosed is my check in the amount of \$78.75 made payable to "Florida Department of State" to cover the filing fee as follows:

\$35.00 - Filing fee
35.00 - Designation of Registered Agent
8.75 - Certified copy
\$78.75 - Total

Please return the certified copy of these Articles of Incorporation to me at the above address. Thank you for your assistance in this matter.

Very truly yours,

David C. Levenreich

DCL:mlh

Enclosures

cc: Cynthia Brashers w/o enclosure via facsimile transmission

FILED
02 JUL -1 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7/3/02
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ARTICLES OF INCORPORATION OF
BAY AREA HOME HEALTH SERVICES, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of this corporation is BAY AREA HOME HEALTH SERVICES, INC.

ARTICLE II - Street Address and Mailing Address

The street address of this corporation is 4830 Windmill Palm Terrace, N.E., St. Petersburg, Florida 33703. The mailing address of this corporation is 4830 Windmill Palm Terrace, N.E., St. Petersburg, Florida 33703.

ARTICLE III - Duration

This corporation shall have perpetual existence.

ARTICLE IV - Purpose

This corporation is organized to include the transaction of any or all lawful business for which it may be incorporated under Chapter 607, Florida Statutes, as presently enacted and as it may be amended from time to time.

ARTICLE V - Capital Stock

This corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares".

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 4830 Windmill Palm Terrace, N.E., St. Petersburg, Florida 33703, and the name of the initial registered agent of this corporation at that address is Cynthia Brashers.

ARTICLE VII - Initial Board of Directors

This corporation shall have one 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:

Name

Address

Cynthia Brashers

4830 Windmill Palm Terrace, N.E.
St. Petersburg, Florida 33703

ARTICLE VIII - Incorporator

The name and address of the person signing these Articles are, Cynthia Brashers, 4830 Windmill Palm Terrace, N.E., St. Petersburg, Florida 33703.

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 - Amendment

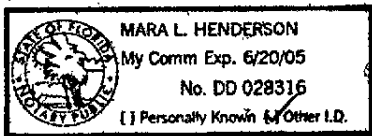
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26th day of June, 2002.

Cynthia Brashers
CYNTHIA BRASHERS

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 26th day of June, 2002, by CYNTHIA BRASHERS, who is personally known to me or who has produced _____ as identification.



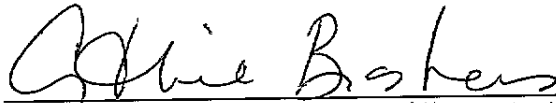
Mara L. Henderson
Print Name of Notary
Notary Public - State of Florida
Commission No. _____
My Commission Expires: _____

CERTIFICATE DESIGNATING REGISTERED AGENT AND
STREET ADDRESS FOR SERVICE OF PROCESS WITHIN FLORIDA

Pursuant to Section 48.091, Florida Statutes, BAY AREA HOME HEALTH SERVICES, INC., desiring to organize under the laws of the State of Florida, hereby designates Cynthia Brashers, located at 4830 Windmill Palm Terrace, N.E., St. Petersburg, Florida 33703, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Section 48.091(2), Florida Statutes, relative to maintaining an office for the service of process.



CYNTHIA BRASHERS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA