

Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Division of Corporations
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Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURNS, P.A.
Account Number : 076666002140
Phone : (727) 461-1818
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FLORIDA PROFIT CORPORATION OR P.A.

TALKING HEALTH CARE, INC.

Certificate of Status	1
Certified Copy	0
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OB 10/1/02

ARTICLES OF INCORPORATION
OF
TALKING HEALTH CARE, INC.

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TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - Name and Address

The name of this corporation is TALKING HEALTH CARE, INC. The mailing address of the corporation is 1275 Bayshore Boulevard, Dunedin, Florida 34698, and the address of the corporation's principal office is 1275 Bayshore Boulevard, Dunedin, Florida 34698.

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Capital Stock

This corporation is authorized to issue 1,000 shares of common stock, which shall be designated as "Common Shares." The par value of each share of stock shall be Ten Cents (\$0.10).

ARTICLE IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 911 Chestnut Street, Clearwater, Florida 33756, and the name of the initial registered agent of this corporation at that address is MICHAEL T. CRONIN.

Prepared By:

Michael T. Cronin, Esquire
Johnson, Blakely, Pope, Bokor,
Ruppel & Burns, P.A.
911 Chestnut Street
Clearwater, Florida 33756
FL Bar No. 0469841
(727) 461-1818

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ARTICLE V - Incorporator

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

NameAddress

Michael T. Cronin

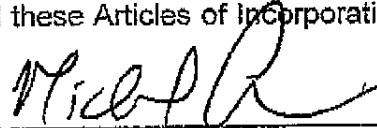
911 Chestnut Street
Clearwater, Florida 33756ARTICLE VI - Indemnification

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

ARTICLE VII - Amendment

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

The undersigned incorporator has executed these Articles of Incorporation this
____ day of October, 2002.



MICHAEL T. CRONIN

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

Pursuant to Fla. Stat. §48.091, TALKING HEALTH CARE, INC., desiring to organize under the laws of the State of Florida, hereby designates MICHAEL T. CRONIN, located at 911 Chestnut Street, Clearwater, Florida 33756, 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 Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.



MICHAEL T. CRONIN

276709.01

Prepared By:

Michael T. Cronin, Esquire
Johnson, Blakely, Pope, Bokor,
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