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Division of Corporations

GUNSTER, YOAKLEY

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FLORIDA PROFIT CORPORATION OR P.A.

Summit Nursing of Palm Beach, Inc.

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**6 PAGES INCLUDING COVER**

**MESSAGE:**

PLEASE SEE THE ATTACHED ARTICLES OF INCORPORATION OF SUMMIT NURSING  
OF PALM BEACH, INC. FOR ELECTRONIC FILING.

PLEASE CALL ME IF YOU HAVE ANY QUESTIONS.

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**ARTICLES OF INCORPORATION  
OF  
SUMMIT NURSING OF PALM BEACH, INC.  
A FLORIDA CORPORATION**

SECRET  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby comes to be delivered the following Articles of Incorporation for such Corporation:

**ARTICLE I**

**NAME**

The name of the Corporation is Summit Nursing of Palm Beach, Inc.

**ARTICLE II**

**ADDRESS**

The initial principal place of business and mailing address of this Corporation shall be 5341 W. Atlantic Avenue, Suite 301B, Delray Beach, FL 33484.

**ARTICLE III**

**COMMENCEMENT OF CORPORATE EXISTENCE**

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

**ARTICLE IV**

**PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida

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**ARTICLE V****CAPITAL STOCK**

The Corporation is authorized to issue One Hundred (100) shares of Common Stock having a par value of \$0.01 per share.

**ARTICLE VI****INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 5341 W. Atlantic Avenue, Suite 301B, Delray Beach, FL 33484, and the name of the initial Registered Agent of the Corporation at that address is Richard Theiwell.

**ARTICLE VII****INITIAL BOARD OF DIRECTORS**

The Corporation shall initially have two (2) directors to hold office until the first annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Jacqueline Richards	3296 N.W. 41 <sup>st</sup> Street Lauderdale Lakes, FL 33309
Kirk Kelly	9872 Grande Verde Way, Apt. 1405 Boca Raton, FL 33428

**ARTICLE VIII****INCORPORATOR**

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

<u>Name</u>	<u>Address</u>
Richard Theiwell	5341 W. Atlantic Avenue, Suite 301B Delray Beach, FL 33484

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#### ARTICLE IX

#### INDEMNIFICATION

The Corporation shall indemnify its directors, officers, and members to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of members or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. The right to indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

#### ARTICLE X

#### AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1st day of November, 2003.

  
RICHARD THELWELL  
Incorporator

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**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I hereby accept the appointment as the initial Registered Agent of Summit Nursing of Palm Beach, Inc., as made in the foregoing Articles of Incorporation, and agree to act in such 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 the initial Registered Agent of Summit Nursing of Palm Beach, Inc.

Dated: November 12, 2003

By:   
RICHARD THELWELL  
Initial Registered Agent

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