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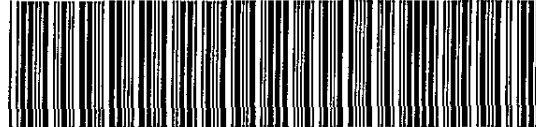
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TALLAHASSEE, FLORIDA

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ROBERT C. CLARK
ATTORNEY AT LAW
1601 20TH STREET
VERO BEACH, FLORIDA 32960

PHONE: (772) 569-4555
FAX: (772) 569-4555

February 8, 2004

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Around The Clock Private Duty Nursing, Inc.

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check for:

\$78.75 filing fee and ~~certified copy~~

70.00


Robert C. Clark, Esquire

ARTICLES OF INCORPORATION
of
AROUND THE CLOCK PRIVATE DUTY NURSING, INC.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation is: Around The Clock Private Duty Nursing, Inc.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 466 34th Ave., Vero Beach, Florida 32960.

ARTICLE III
DURATION

The duration of the Corporation is perpetual.

ARTICLE IV
PURPOSE

The general nature of the business and objects and purposes proposed to be transacted, promoted and carried on are to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, vis:

(a) To engage in the business of organizing and maintaining nursing registry; providing personalized nursing care in residence/institution; keeping books and records as required under applicable local, state and federal law.

To purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest in, trade in, deal in and with real property, goods, wares, merchandise of every class, kind and description, necessary to the accomplishment of the above-stated business objectives, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, mutual fire insurance association cooperative, state fair or exposition.

(b) To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States and in foreign countries, without restriction as to place or amount.

(c) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, as principle, agent, trustee, or

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otherwise, and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or object of the corporation, whether or not such business is similar in nature to the purposes and objects sets forth in these Articles of Incorporation or any amendment thereof.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation.

This Corporation shall be entitled to all rights, powers and provisions of the laws of the State of Florida affecting corporations as such laws may now exist or as such laws may hereinafter be enacted.

ARTICLE V **SHARES**

The capital stock of this Corporation shall consist of one thousand (1,000) shares of common stock, having par value of One Dollar (\$1.00) each.

The whole or any part of the capital stock of this Corporation shall be payable in lawful money of the United States of America, or property, labor, or services at a just valuation to be fixed by the Stockholders. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the Stockholders.

Additional shares of stock without par value may be authorized from time to time by the Corporation, and said shares of stock may be issued for such consideration as shall be set by the Stockholders.

ARTICLE VI **INITIAL OFFICERS AND DIRECTORS**

Barbara Sills-Lewis
President, Secretary, Director
466 34th Ave.
Vero Beach, FL 32968

Debra L. Arsenault
Vice President, Treasurer, Director
466 34th Ave.
Vero Beach, FL 32968

ARTICLE VII **NUMBER OF DIRECTORS**

The number of the Corporation's directors shall be two (2). The By-Laws may provide for such increase or decrease in number thereof as is authorized by law.

The first Board of Directors and Officers of the Corporation, who, subject to the provisions of these Articles of Incorporation and the By-Laws and General Corporation Law of the State of Florida, shall hold office for the first year of the Corporation's existence or until their successors are elected and have qualified.

ARTICLE VIII

The By-Laws may prescribe the number of Directors necessary to constitute a quorum of the Board of Directors, which number may not be less than the majority of the whole Board of Directors. In case of vacancy in the Board of Directors, through death, resignation, disqualification or other causes, such vacancy shall be filled for the unexpired term by the affirmative vote of a majority of the remaining Directors. In case of any increase in the number of Directors, the additional Directors shall be elected by the affirmative vote of the majority of Directors then in office.

The Corporation may, at any meeting of the Board of Directors, sell, lease or exchange all of its property and assets, including its good will, and its corporate franchise or any property or assets essential to its corporate business, upon such terms and conditions either by cash, for the securities of any other corporation or corporations or for such consideration as its Board of Directors may deem expedient and for the best interest of the Corporation when and as authorized by the affirmative vote of the holders of record of the majority of the stock of each class issued and outstanding, given at a stockholders meeting duly called for that purposes, or when authorized by the written consent of the holders of record of a majority of the stock of each class issued and outstanding.


ARTICLE IX REGISTERED AGENT

The name and Florida street address of the registered agent is: Barbara Sills-Lewis, 466 34th Ave., Vero Beach, FL 32968.


ARTICLE X INCORPORATOR

The names and addresses of the Incorporators are: Debra L. Arsenault, 466 34th Ave., Vero Beach, FL 32968 and Barbara Sills-Lewis, 466 34th Ave., Vero Beach, FL 32968.


Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Signature: Registered Agent
Barbara Sills-Lewis

Dated: February 16 2004


Signature: Incorporator
Barbara Sills-Lewis

Dated: February 16 2004


Signature: Incorporator
Debra L. Arsenault

Dated: February 16 2004

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