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FLORIDA PROFIT CORPORATION OR P.A.

HOME HEALTH AGENCY - PHILADELPHIA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
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7/21/04

**ARTICLES OF INCORPORATION
OF
HOME HEALTH AGENCY - PHILADELPHIA, INC.**

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

**ARTICLE I
NAME**

The name of the corporation is Home Health Agency - Philadelphia, Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is Home Health Agency - Philadelphia, Inc., 11760 West Sample Road, Suite 105, Coral Springs, Florida 33065.

**ARTICLE III
CAPITAL STOCK**

The number of shares that the Corporation is authorized to issue is two thousand (2,000) shares of common stock having a par value of \$0.01 per share. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is 350 East Las Olas Boulevard, Suite 1600, Fort Lauderdale, Florida 33301. The name of the Corporation's registered agent at that office is American Information Services, Inc.

**ARTICLE V
INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising any duties of an officer or director, and shall advance expenses on behalf of any such officer, director or other person, in each case, to the fullest extent now or hereafter permitted by law.

**ARTICLE VI
AFFILIATED TRANSACTIONS
AND CONTROL SHARE ACQUISITIONS**

The Corporation expressly elects not to be governed by Sections 607.0901 and 607.0902 of the Florida Business Corporations Act, relating to affiliated transactions and control share acquisitions, respectively.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on July 20, 2004.



David C. Peck, Incorporator

Address: 350 East Las Olas Boulevard
Suite 1600
Fort Lauderdale, FL 33301

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Sections 627.13 and 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **HOME HEALTH AGENCY - PHILADELPHIA, INC.**, a Florida corporation (the "Corporation"), in the Corporation's Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 20th day of July, 2004.

AMERICAN INFORMATION SERVICES, INC.

By: 

Donn Beloff, Assistant Secretary

TALLAHASSEE, FLORIDA

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FILED