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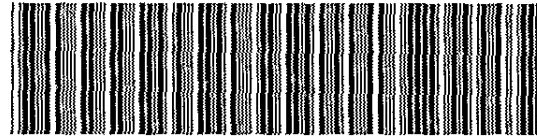
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TERRY AND FRAZIER, PA

ATTORNEYS AND COUNSELORS AT LAW
125 EAST JEFFERSON STREET
ORLANDO, FLORIDA 32801
terryandfrazier@bellsouth.net

T. SCOTT FRAZIER
DAVID E. TERRY

TELEPHONE (407) 843-1956
FAX (407) 843-4210

October 3, 2006

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

Re: Incorporation of Foscolo Homecare, Inc.
Our File No. 12502006-001

Dear Sir/Madam:

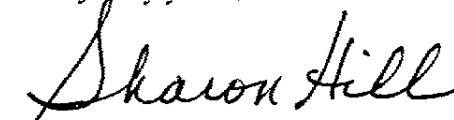
Pursuant to Mr. Terry's instructions, enclosed herewith please find the Articles of Incorporation and a copy of same for the above referenced corporation, and our firm's check in the amount of \$78.75, representing the following fees:

Filing Fee	\$35.00
Certified Copy	\$8.75
Registered Agent Designation	\$35.00

Please certify the enclosed copy, and return same to this office as soon as possible. We are enclosing a self-addressed, stamped envelope for expeditious return of the filed certified copy.

If you have questions regarding this matter, please do not hesitate to contact our office immediately. Thank you for your cooperation regarding this matter.

Very truly yours,


Sharon Hill
Legal Secretary

/hs

Enclosure(s)

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ARTICLES OF INCORPORATION

OF

FOSCOLO HOMECARE, INC.

ARTICLE I - NAME

The name of this corporation is "FOSCOLO HOMECARE, INC."

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing at the time of filing these Articles of Incorporation.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of ONE DOLLAR (\$1.00) par value Series One Voting Common Stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1562 Amaryllis Circle, Orlando, Florida 32825, and the name of the initial registered agent of this corporation at that address is James V. Foscolo. The principal office or principal place of business of the corporation is 1562 Amaryllis Circle, Orlando, Florida 32825.

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TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial directors are as follows: _

James V. Foscolo

**1562 Amaryllis Circle
Orlando, Florida 32825**

Debra J. Foscolo

**4924 Atwood Drive
Orlando, Florida 32828**

ARTICLE VII - INCORPORATOR

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

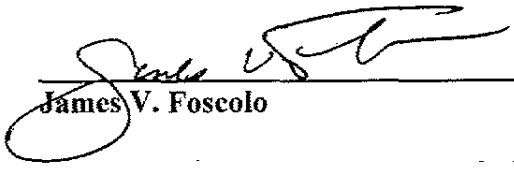
James V. Foscolo

**1562 Amaryllis Circle
Orlando, Florida 32825**

ARTICLE VIII - RESTRICTIONS ON TRANSFER OF STOCK

If any two or more shareholders or subscribers to stock of the corporation shall enter into an agreement abridging, limiting or restricting the rights of any one or more of them to sell, assign, transfer, mortgage, pledge, hypothecate, or transfer on the books of the corporation, any or all of the stock of the corporation held by them, and if a copy of said agreement shall be filed with the corporation, all certificates of shares of stock subject to such abridgements, limitations, or restrictions shall have a reference thereto endorsed thereon by an officer of the corporation and such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of such agreement or by-law, as the case may be.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 28 day of SEPTEMBER, 2006.


James V. Foscolo

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of FOSCOLO
HOMECARE, INC. this 28 day of SEPTEMBER, 2006.


James V. Foscolo

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TALLAHASSEE, FLORIDA