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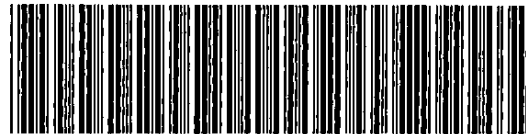
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2006 OCT 11 A 11:30

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10-12-06
2006

Hayes & Associates, P.A.

Attorneys and Counselors at Law

2320 The Woods Drive, West
Jacksonville, Florida 32246

E-mail address: hayeslaw@comcast.net

Dennis E. Hayes
Admitted to Florida and Georgia Bars

Telephone: (904) 220-3565
Facsimile: (904) 220-7080

October 5, 2006

The Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: After Hours Care, P.A.

Dear Sir:

Enclosed you will find an original and one copy of the Articles of Incorporation and Certificate of Acceptance of Designation as Registered Agent, together with our check for \$78.75 to cover your charges as follows:

Filing Fee	\$	35.00
Fee for Certified Copy of Articles of Incorporation	\$	8.75
Fee for Filing Certificate of Registered Agent	\$	35.00
TOTAL	\$	78.75

Please file the original Articles and Certificate of Registered Agent, certify the copy and return the certified copy to me. Should you need anything further in connection with this matter, please advise.

Sincerely,


Dennis E. Hayes

DEH:nb
Enclosures
cc: Dr. Elio Madan

**ARTICLES OF INCORPORATION
OF
AFTER HOURS CARE, P.A.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME, PRINCIPAL OFFICE, AND MAILING ADDRESS

The name of this corporation is After Hours Care, P.A. The corporation's initial principal office and mailing address are located at 314 West Call Street, Suite A, Starke, Florida 32091.

ARTICLE II

NATURE OF BUSINESS

This corporation is hereby organized as a professional corporation under Chapter 621 of the Florida Statutes (hereby referred to as the "Professional Service Corporation Act" or the "Act") for the sole and specific purpose of engaging in and transacting every aspect of rendering the same professional services to the public that a physician and/or registered nurse, duly licensed under the laws of the state of Florida, is authorized to render to the public. Consistent with the intent for this corporation to constitute a professional corporation under the Act, the following provisions shall apply:

(a) This corporation may not render professional services except through its officers, employees, and agents who are duly licensed or otherwise legally authorized to render such professional services within this state; provided, however, this provision shall not be interpreted to include in the term "employee", clerks, secretaries, bookkeepers, technicians, and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional services to the public for which a license or other legal authorization is required.

(b) Any officer, agent or employee of this corporation shall be personally liable and accountable only for negligent or wrongful acts or misconduct committed by that person, or by any person under that person's direct supervision and control, while rendering professional service on behalf of the corporation to the person for whom such professional services were being rendered.

(c) This corporation shall not engage in any business other than the rendering of the professional services for which it was specifically organized; provided, however, nothing in the Act or in any other provisions of existing law applicable to corporations shall be interpreted to prohibit this corporation from investing its funds in real estate, mortgages, stocks, bonds or any other type of investments, or from owning real or personal property necessary for the rendering of professional services.

(d) This corporation may not issue any of its capital stock to anyone other than a professional corporation, a professional limited liability company, or an individual who is duly licensed or otherwise legally authorized to render the same specific professional services as those for which the corporation was incorporated. No shareholder of this corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of that person's stock.

(e) If any officer, shareholder, agent or employee of this corporation who has been rendering professional service to the public becomes legally disqualified to render such professional services within this state or accepts employment that, pursuant to existing law, places restrictions or limitations upon that person's continued rendering of such professional services, that person shall sever all employment with, and financial interests in, this corporation forthwith.

(f) No shareholder of this corporation may sell or transfer her or his shares in such corporation except to another professional corporation, professional limited

liability company, or individual, each of which must be eligible to be a shareholder of such corporation.

(g) This corporation shall exchange shares or merge only with other domestic professional corporations or limited liability companies organized under the Act to render the same specific professional service, and a merger or consolidation with any foreign corporation or limited liability company is prohibited.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue Seventy Five Hundred (7500) shares of common stock having a par value of One and No/100 Dollars (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares".

ARTICLE IV

TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on October 15, 2006.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 2320 The Woods Drive West, Jacksonville, Florida 32245, and the name of the initial registered agent of this corporation is Dennis E. Hayes. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The names and addresses of the initial Directors of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Elio Madan	1634 Colonial Drive Green Cove Springs, Florida 32043
Tina Battles	172 West McIver Avenue Macclenny, Florida 32063

ARTICLE VII

INCORPORATORS

The name and address of the incorporators of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Elio Madan	1634 Colonial Drive Green Cove Springs, Florida 32043
Tina Battles	172 West McIver Avenue Macclenny, Florida 32063

ARTICLE VIII

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe

in any Bylaw made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

ARTICLE IX

PRE-EMPTIVE RIGHTS

Each Shareholder of the common stock of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

(a) Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

(b) Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

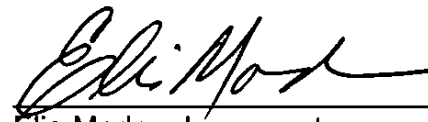
This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise, and the corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporators, being natural persons competent to contract, have hereunto set their hand and affixed their seal this 11 day of September, 2006.



Elio Madan, Incorporator

{SEAL}



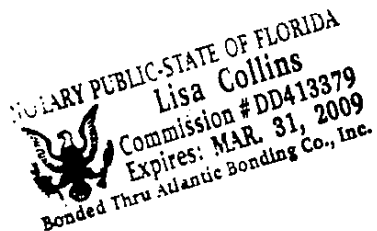
Tina Battles, Incorporator

{SEAL}

STATE OF FLORIDA
COUNTY OF Bradford

BEFORE ME, personally appeared **Elio Madan** (X) to me well known and known to me to be the individual described in or () who presented his drivers license or other identification _____ and who acknowledged to and before me that he executed the foregoing instrument for the purpose therein expressed.

Witness my hand and official seal this 11th day of September 2006.

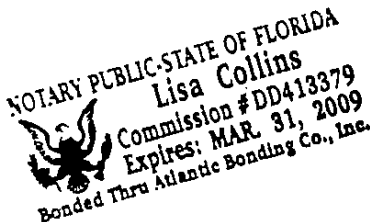


Lisa Collins
Notary Public, State of Florida at Large.
My Commission expires: March 31, 2009
Lisa Collins
Type or Print name of notary
DD413379
Commission No.

STATE OF FLORIDA
COUNTY OF Bradford

BEFORE ME, personally appeared **Tina Battles** (X) to me well known and known to me to be the individual described in or () who presented her drivers license or other identification _____ and who acknowledged to and before me that she executed the foregoing instrument for the purpose therein expressed.

Witness my hand and official seal this 11th day of September 2006.



Lisa Collins
Notary Public, State of Florida at Large.
My Commission expires: March 31, 2009
Lisa Collins
Type or Print name of notary
DD413379
Commission No.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
AND ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

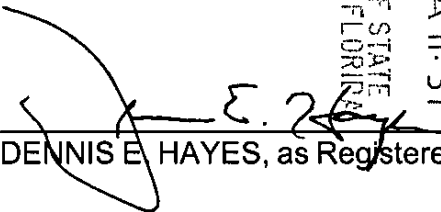
Pursuant to Sections 48.091 and 607.0501, Florida Statutes, After Hours Care, P.A., desiring to organize under the laws of the State of Florida with its initial principal office, as indicated in its articles of incorporation, being located at 319 West Call Street, Suite A, Starke, Florida 32091, has designated Dennis E. Hayes, Esquire, as its initial registered agent to accept service of process within this state, and has designated as its initial Registered Office the following address:

2320 The Woods Drive West
Jacksonville, Florida 32246.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon After Hours Care, P.A., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at:

2320 The Woods Drive West
Jacksonville, Florida 32246.

IN WITNESS WHEREOF, I, the said Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval, County, Florida, as of this 19 day of October, 2006.


DENNIS E. HAYES, as Registered Agent

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2006 OCT 19 A 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA