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BEN WATKINS 41 Commerce Street Apalachicola, Florida 32320 (904) 653-2121

J. Ben Watkins Jan J. Hevier Douglas W. Gaidry

February 2, 1995

SECRETARIAN SECRET

Secretary of State Corporate Division The Capital Tallahassee, FL 32301

Re: FRANKLIN HOME HEALTH CARE, INC.

Good Morning:

Enclosed find the original and one copy of the Articles of Incorporation of Franklin Home Health Care, Inc., along with our check in the amount of \$70.00 to cover the cost of filing fee, certified copy and registered agent designation.

Please return the certified copy to me.

Sincerely,

LAW OFFICES OF BEN WATKINS

Jan J. Hevier

JJH/ph

Enclosure

300001398733 -02/07/95--01020--001 *****70.00 *****70.00

11/2/95

ARTICLES OF INCORPORATION

OF

SECREMENT OF THE 34

FRANKLIN HOME HEALTH CARE, INC.

THE UNDERSIGNED subscribers to these Articles of Incorporation each a natural person, competent to contract, hereby associate themselves together to form a corporation for profit under the laws of the State of Florida; and further do agree to the following conditions of said corporation.

ARTICLE I

The name of this corporation is

FRANKLIN HOME HEALTH CARE, INC.

ARTICLE II NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to do all things which natural persons might or could lawfully do in the premises.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE IV INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$100.00.

ARTICLE V TERM OF EXISTENCE

This corporation shall have perpetual existence unless dissolved by action of law.

ARTICLE VI ADDRESS

The initial post office address of this corporation in the State of Florida is:

275 West Highway 98 Apalachicola, Florida 32320

The address of the office and principal place of business of the corporation is:

275 West Highway 98 Apalachicola, Florida 32320

ARTICLE VII DIRECTORS

This corporation shall have not less than one Director initially. The number of Directors may be increased from time to time as the stockholders desire, in accordance with the By-Laws hereof, but at no time shall there be a number less than one.

ARTICLE VIII INITIAL DIRECTORS AND OFFICERS

The names and post office address of the First Board of Directors and Officers of this corporation are as follows:

NAME	ADDRESS	TITLE	OFFICE
			
Frosso Nichols	275 West Highway 98 Apalachicola, FL 32320	President/ Secretary/ Treasurer	Director

ARTICLE IX SUBSCRIBERS

The name and post office address of each subscriber to these Articles of Incorporation, the number of shares of stock each agree to take, and the value of the consideration paid therefore are as follows:

NAME ADDRESS NO. SHARES AMOUNT PAID

Frosso Nichols 275 West Highway 98
Apalachicola, FL
32320

NO. SHARES

AMOUNT PAID

\$100.00

ARTICLE X RESIDENT AGENT

The Resident Agent is:

Frosso Nichols 275 West Highway 98 Apalachicola, Florida 32320

ARTICLE XI AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by it a Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stockholders.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this ______ day of January, 1995.

Frosso Nichols

STATE OF FLORIDA

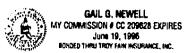
COUNTY OF FRANKLIN

The foregoing instrument was acknowledsged before me this 30 day of January, 1995, by FROSSO NICHOLS, who is personally known to me and who did take an oath.

WITNESS my hand and official seal this 30 day of January, 1995.

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My Commission Exp. es:



ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent for FRANKLIN HOME HEALTH CARE, INC., at registed office located at 275 West Highway 98, Apalachicola, Florida 32320, I hereby accept such designation and agree to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

FROSSO NICHOLS, Registered Agent