

ICARD, MERRILL, CULLIS, TIMM,

FUREN & GINSBURG, P.A.

ATTORNEYS AND COUNSELLORS

2011 MAIN STREET, SUITE 600

SARASOTA, FLORIDA 34237

TEL: 355 8100

FACSIMILE

TEL: 355 8304

REPLY TO P.O. BOX 4195

SARASOTA, FLORIDA 34230

60 NORTH TAMPA, SUITE 3100

POSTAL DRAWER 3130

TAMPA, FLORIDA 33601

TEL: 221 2100

TAMPA FACSIMILE

(813) 229 0550

F. THOMAS HOPKINS

February 21, 1995

Division of Corporations
Secretary of State
409 East Gaines Street
Tallahassee, Florida 32301

RE: Divinity Medical Services, Inc.

000001414800
02/24/95 01014-012
***122.50 ***122.50

To Whom It May Concern:

Enclosed are executed Articles of Incorporation, in duplicate, for Divinity Medical Services, Inc., together with our firm's check in the amount of \$122.50, representing payment of the following:

Filing Fee:	\$ 35.00
Certified Copy:	\$ 52.50
Registered Agent Designation:	\$ <u>35.00</u>
Total:	\$122.50

Please return the certified copy of the Articles to me at the Sarasota address shown above.

Sincerely,

F. Thomas Hopkins

F. THOMAS HOPKINS

FTH:lw
Enclosures

FILED
95 FEB 23 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN FEB 24 1995

ARTICLES OF INCORPORATION
OF
DIVINITY MEDICAL SERVICES, INC.

FILED
95 FEB 23 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1. - NAME

The name of the corporation is DIVINITY MEDICAL SERVICES, INC.

ARTICLE 2. - PRINCIPAL OFFICE

The principal office of the corporation shall initially be at 5377 Moncrief Road, Jacksonville, Florida, 32209. The corporation may change its principal office from time to time as permitted by law.

ARTICLE 3. - MAILING ADDRESS

The initial mailing address of the corporation shall be 5377 Moncrief Road, Jacksonville, Florida, 32209. The corporation may change its mailing address from time to time as permitted by law.

ARTICLE 4. - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business. This includes providing quality medical services and equipment to professional health care facilities and homes. This corporation will provide these services in conjunction with DIVINITY MEDICAL EMPLOYEE STAFFING, INC. by hiring licensed and qualified nurses, doctors, respiratory therapists, physical therapists, social workers, certified nursing assistants, home health aides, case managers, etc., as well as providing state of the art equipment for the employees to utilize in accomplishing their jobs of providing quality, personable and professional care to their patients and clients.

ARTICLE 5. - SHARES

This corporation is authorized to issue 10,000 shares of voting common stock with a par value of \$1.00 per share.

ARTICLE 6. - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE 7. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2033 Main Street, Suite 600, Sarasota, Florida, 34237, and the name of the initial registered agent of this corporation at that address is Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A.; Attention: Michael L. Foreman.

ARTICLE 8. - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Kevin W. Church
317 N. Deerfield Drive
Brunswick, GA 31520

Juanita Church
317 N. Deerfield Drive
Brunswick, GA 31520

ARTICLE 9. - INCORPORATOR

The name and address of the Incorporator is:

F. THOMAS HOPKINS
ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.
2033 Main Street, Suite 600
Sarasota, Florida 34237

ARTICLE 10. - CUMULATIVE VOTING

All shareholders are entitled to cumulate their votes for directors.

ARTICLE 11. - INDEMNIFICATION

All officers and directors shall be indemnified by the corporation to the fullest extent permitted by law against all expenses and liabilities, including attorneys' fees reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding or settlement thereof in which they may become involved as a party or otherwise by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

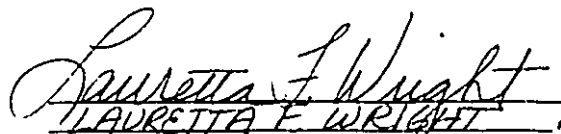
The undersigned Incorporator has executed these Articles of Incorporation on the 21st day of February, 1995.


F. THOMAS HOPKINS

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 21st day of February, 1995, by F. THOMAS HOPKINS, who is personally known to me or who has produced N/A as identification.


LAURETTA F. WRIGHT
Notary Public
State of Florida at Large
My Commission Expires:

Notary Public, State of Florida
My Commission Expires March 14, 1995
Bonded Title Trust Insurance Inc.

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR
DIVINITY MEDICAL SERVICES, INC.

FILED
95 FEB 23 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above
stated corporation, at the place designated in the corporation's
Articles of Incorporation, the undersigned hereby acknowledges and
accepts the appointment and agrees to act in this capacity, and it
further agrees to comply with the provisions of all statutes
relative to the proper and complete performance of its duties.

DATED: 2-21-95.

ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.

By: F. Thomas Hopkins
F. Thomas Hopkins,
its authorized agent

Registered Agent

CHURCH\SERVICES\ARTICLES

P95000015601

**ARTICLES OF MERGER
Merger Sheet**

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MERGING:

DIVINITY MEDICAL SERVICES, INC., a Florida corporation, P95000015601

into

DIVINITY MEDICAL HOME RESPIRATORY CARE, INC., a Georgia
corporation F95000001473.

File date: January 31, 1996

Corporate Specialist: Velma Shepard