

RENFROW & CHADWICK
Attorneys at Law

P95000019291

Robert P. Renfrow
James M. Chadwick

5858 Central Avenue
St. Petersburg, Florida 33707
Phone: (813) 347-8585
Telefax: (813) 347-3449

March 6, 1995

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399

900001423449
-03/07/95--01132--019
****122.50 ****122.50

RE: Golden Care Management, Inc.
Reservation No. R95000000900

Dear Sir/Madam:

Enclosed please find original and one copy of Articles of Incorporation for Golden Care Management, Inc., along with a copy of Florida Department of State's confirmation of name reservation attached.

We have included a check in the amount of \$122.50 to cover the filing fees, and included is a pre-addressed postage paid return envelope so that you may return copy of filed document to our office.

If I have overlooked anything, or if you have any questions, I can be reached at (813) 347-8585.

Sincerely,

Virginia A. Reed
VIRGINIA A. REED
Administrative Assistant

/var

Enclosures

JDK

COMM-7 PM 1:35

000-10

ARTICLES OF INCORPORATION
OF
Golden Care Management, Inc.

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

NAME

The name of this Corporation shall be:
Golden Care Management, Inc.

SEPT-7 PM 1:35

ARTICLE II

PURPOSE AND POWERS

This Corporation is organized for the purpose of transacting any and all lawful business, and shall have the powers authorized by the laws of the State of Florida, and nothing contained herein shall be deemed to place any limitation upon such statutory corporate powers.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock, having a par value of One Dollar (\$1.00) per share. There shall be no cumulative voting of shares.

The consideration for the issuance of said shares of stock or part thereof shall be money current of the United States of America, or property or services of value at least equivalent to the full par value of the stock to be issued, the same to be fixed and determined by the Stockholders of this Corporation at any meeting of said Stockholders; but a determination concerning the issuance of certain shares of stock shall be fixed by the Stockholders of this Corporation at any regular meeting of the Stockholders or at any special meeting for which the meeting is called. The judgment and decision of the Stockholders pertaining thereto shall be conclusive and binding upon all persons whomsoever in dealing with the Corporation and the Stockholders hereof. Any and all shares of stock of this Corporation shall be issued for the consideration or for not less than the consideration fixed and determined as aforesaid, whether said consideration be in cash, property or services, and any and all shares of this Corporation's stock so issued shall be deemed fully paid and non-assessable.

ARTICLE IV

TERM OF EXISTENCE

The existence of this Corporation shall commence on the date of the filing of these Articles of Incorporation with the Office of the Secretary of State, State of Florida, and shall thereafter be perpetual.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and principal place of business of this Corporation is 15330 Sherwood Forest Drive, Tampa, Florida, 33647, and the name of the initial Registered Agent at that address is Robert T. Clement.

ARTICLE VI

INITIAL INCORPORATOR

The name and address of the initial incorporator of these Articles of Incorporation is:

Robert J. Clement

18421 Aintree Court
Tampa, FL 33647

ARTICLE VII

MANAGEMENT BY STOCKHOLDERS

The business of the Corporation shall be managed by its Stockholders rather than by a Board of Directors. In the management of the business of this Corporation, the act of the Stockholders representing a majority of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall be the act of the Stockholders. Each Stockholder shall be entitled to one vote in person or by proxy for each share of voting stock held by him. A majority of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the Stockholders for the management of the Business of the Corporation.

The original By-Laws of this Corporation shall be made, prepared and adopted by the Stockholders of the Corporation by a majority vote thereof. Thereafter, the said By-Laws may be amended by the Stockholders at any regular meeting of said Stockholders or at any special meeting for which such amendment is one of the purposes for which the meeting was called, by a majority of the Stockholders present. The Stockholders shall have full power to specify the rules and conditions under which stock certificates shall be issued and under which lost or destroyed certificates shall be replaced. The Stockholders shall also have the power from time to time to direct and determine the

use and disposition of any net profit or earned surplus of the Corporation (in excess of the capital stock paid in), and the Corporation may, by and through the Stockholders, purchase, sell or trade in the bonds or other obligations of this Corporation, or in the shares of its capital stock; but if the shares of the Corporation's capital stock have been purchased and subsequently there is a reduction, in the manner provided by law of the Corporation's capital stock, then, to the extent that such shares are not reissued at the time of the reduction, they shall be deemed retired in an amount not exceeding the amount of the reduction, and shall not be reissued, except as provided by law.

The Stockholders shall elect the Officers of this Corporation who shall consist of the President, Vice President, Secretary and Treasurer. Any person may hold two or more offices. All Officers, unless elected to fill a vacancy, shall hold office after their election for the ensuing year and until their respective successors are duly elected and qualified, unless it is provided by the By-Laws that they shall hold office at the pleasure of the Stockholders. The duties of all Officers elected by the Stockholders shall be prescribed by the By-Laws or Resolution of the Stockholders. The names and post office addresses of the persons who shall serve as initial officers until their successors are duly qualified, are as follows:

President

Robert J. Clement
18421 Aintree Court
Tampa, FL 33647

Vice President/
Secretary

Robert T. Clement
15330 Sherwood Forest Drive
Tampa, FL 33647

Treasurer

Brian R. Clement
126 Beverly Road
West Palm Beach, FL 33405

No contract or other transaction between the Corporation and any other Corporation shall be affected or invalidated by the fact that any one or more of the Stockholders of this Corporation is or are interested in, or is a director or officer of such other corporation; and any Stockholder or Stockholders, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this Corporation, or in which this Corporation is interested; and no contract, act or transaction of this Corporation with any person or persons, firms or corporations, shall be affected or invalidated by the fact that any Stockholder or Stockholders of this Corporation is or are party to or interested in such contract, act or transaction, or in any way connected with such person or persons, firms or corporation, and each and every person who may become a Stockholder of this Corporation is hereby relieved from any liability that might otherwise exist, from contracting with the Corporation for the benefit of himself or any firm or corporation to which he may be in any way indebted.

ARTICLE VIII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Stockholders at a meeting by a majority of the Stock entitled to vote thereon.

ARTICLE IX

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of notice in writing from the corporation stating the price, terms and conditions of the issue of share and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the

corporation. Notwithstanding Article VIII hereof, this Article may not be amended or deleted without a unanimous approval of all outstanding shareholders.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed and acknowledged by the undersigned Incorporator this 3rd day of March, 1995.


ROBERT J. CLEMENT

STATE OF FLORIDA

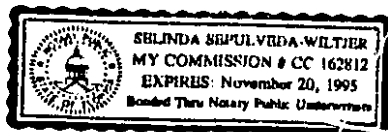
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, this date personally appeared Robert J. Clement, to me well known and known to me to be the person in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles as his free and voluntary act and for the uses and purposes expressed therein.

Dated this 3rd day of March, 1995.

Shinda Sepulveda-Wiltier
NOTARY PUBLIC-STATE OF FLORIDA
AT LARGE

My commission expires: NOV 20, 1995



GOLDEN CARE MANAGEMENT, INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned, Robert T. Clement, having been named to accept service of process for the above-named corporation at the address designated in the Articles of Incorporation for the corporation, does hereby agree to act in the capacity of Registered Agent for the corporation, and agrees to comply with said Act regarding keeping said office open.

Dated this 3rd day of March, 1995.


ROBERT T. CLEMENT
Registered Agent

01/10/95 7 PM 1:55