

Richard H. Roth, P.A.
Attorney at Law

TELEPHONE (305) 942-6500
FACSIMILE (305) 942-8730
1500 EAST ATLANTIC BOULEVARD
Pompano Beach, Florida 33060-6749

P95000026634

March 28, 1995

Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: Florida/American Distribution, Inc.

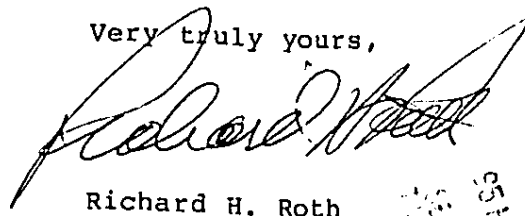
700001445267
-03/31/95--01031--002
***\$122.50 ***\$122.50

Dear Sir or Madam:

Enclosed please find two signed Articles of Incorporation for filing with regard to the above Corporation and a check payable to the Secretary of State in the amount of \$122.50 to cover the filing fee, registered agent designation and certified copy. Please return the certified copy to my office.

Thank you for your assistance in this matter.

Very truly yours,



Richard H. Roth

RHR:cc
Enclosures

cc: Mr. Randall R. Shenk (Personal and Confidential)

John Roth GAVE
AUTHORIZATION BY PHONE TO
CORRECT Principal Office Address
DATE 4/4/95
DOC. EXAM 3513

FILED
MAR 31 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

95 MAR 31 PM 12:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FLORIDA/AMERICAN DISTRIBUTION, INC.

ARTICLE I - NAME

The name of this corporation is
FLORIDA/AMERICAN DISTRIBUTION, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:
to conduct any and all other lawful business as may be authorized
under the laws of the State of Florida, the United States of
America or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of Ten
Dollar (\$10.00) par value common stock.

ARTICLE V - RELATIVE RIGHTS OF SHARES
OF CAPITAL STOCK

Section 1. Dividends.

The holders of record of the common shares shall be
entitled to cash dividends when and as declared by the Board of
Directors in the amount per share and at the time and in the
manner determined by the Board of Directors.

Section 2. Rights upon liquidation or dissolution.

In the event of any voluntary or involuntary liquidation,
dissolution, or winding up of this corporation, the remaining
assets of this corporation shall be payable to and distributed
ratably among the holders of record of the common shares.

Section 3. Voting rights.

Except as otherwise provided by law, the entire voting
power for the election of directors and for all other purposes

shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - INITIAL REGISTERED OFFICE
AND AGENT / Principle Office

The street address of the initial registered office of this corporation is: 1500 East Atlantic Boulevard, Pompano Beach, Florida 33060, and the name of the initial registered agent of this corporation at that address is: RICHARD H. ROTH.

ARTICLE VII - 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:

Richard H. Roth
Pres./Treas.

1500 E. Atlantic Blvd.
Pompano Beach, FL 33060

Charlotte Coury
V. Pres./Sec.

Same

ARTICLE VIII - INCORPORATOR

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

Richard H. Roth

1500 E. Atlantic Blvd.
Pompano Beach, Florida 33060

ARTICLE IX - SHAREHOLDER QUORUM
AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE X - APPROVAL OF SHAREHOLDERS
REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not

such approval is required by law.

ARTICLE XI - MANAGEMENT OF CORPORATION
BY SHAREHOLDERS

All of the powers of the corporation shall be exercised by and under the authority of, and the business affairs of this corporation shall be managed under the direction of, the Board of Directors of the corporation but upon majority vote of the stockholders of the corporation all of the same may be run by and under the direct control of the stockholders in lieu of a Board of Directors.

ARTICLE XII - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE XIII - ACTION BY DIRECTORS
WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

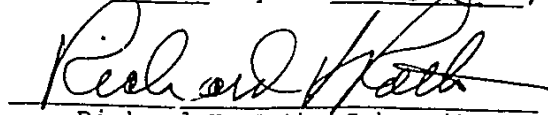
ARTICLE XIV - INDEMNIFICATION

The corporation may indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28th day of March, 1995.


Richard H. Roth, Subscriber

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 28th day of March, 1995, by RICHARD H. ROTH,

who is personally known to me or who has produced _____
_____ as identification.

NOTARY PUBLIC:

sign: Charlotte Coury
print: _____

My commission expires:

Commission No. _____



CHARLOTTE COURY
MY COMMISSION # CC 180748 EXPIRES
December 20, 1995
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the
above stated corporation, at the place designated in this cer-
tificate, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all statutes relative to
the proper and complete performance of my duties.

Richard H. Roth
Richard H. Roth, Resident Agent

Dated 3-28-, 1995

Richard H. Roth, P.A.
Attorney at Law

P95000026634

TELEPHONE (305) 942-6500

FACSIMILE (305) 942-7300

301 EAST ATLANTIC BOULEVARD

June 20, 1995

Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

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-06/26/95--01006--014
*****87.50 *****87.50

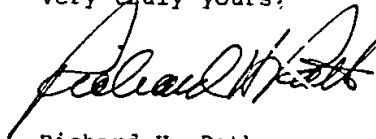
Re: Florida/American Distribution, Inc.
Document No. P95000026634

Dear Sir or Madam:

Enclosed please find an original and one copy of a Certificate of Amendment to Articles of Incorporation for filing with regard to the above Corporation and a check payable to the Secretary of State in the amount of \$87.50 to cover the filing fee and certified copy. Please return the certified copy to my office.

Thank you for your assistance in this matter.

Very truly yours,



Richard H. Roth

RHR:cc
Enclosures
cc: Mr. Randall R. Shenk

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 23 PM 4:10

SH 4/28

NC

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

FLORIDA/AMERICAN DISTRIBUTION, INC., a Florida Corporation, document number P95000026634, under the hand of the Incorporator of the Corporation, hereby files these Articles of Amendment and sets forth the following:

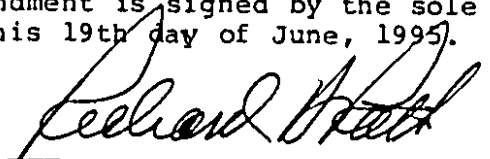
(1) The initial name of the Corporation is FLORIDA/AMERICAN DISTRIBUTION, INC.

(2) The name of the Corporation shall be amended to read CHRONIC CARE SYSTEMS, INC.

(3) This Amendment is adopted by the sole Incorporator of the Corporation. No shareholder action to approve this Amendment is required in that no shares of the Corporation have been issued as of the date of this Amendment.

(4) This Amendment shall take place immediately and be effective upon approval by the Florida Department of State.

In Witness Whereof, this Amendment is signed by the sole Incorporator of the Corporation this 19th day of June, 1995.



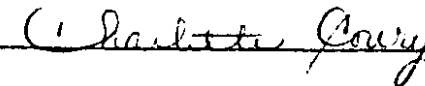
Richard H. Roth, Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 19th day of June, 1995, by RICHARD H. ROTH, the sole Incorporator of FLORIDA/AMERICAN DISTRIBUTION, INC., a Florida corporation. RICHARD H. ROTH is personally known to me.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 23 PM 4:10

NOTARY PUBLIC:

sign: 

print: _____

My commission expires:
Commission No. _____



CHARLOTTE COURY
MY COMMISSION # CC 180748 EXPIRES
December 20, 1995
BONDED THRU TFCY FAIN INSURANCE, INC.