

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

P95000033323

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PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

STATE OF FLORIDA
COUNTY OF ALBANY

ACCOUNT NO. : 072100000032

REFERENCE : 586997 132254A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : April 28, 1995

ORDER TIME : 10:13 AM

ORDER NO. : 586997

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-04/28/95--01002--028

*****70.00 *****70.00

CUSTOMER NO: 132254A

CUSTOMER: Sue Thomas, Legal Asst
BRONSTEIN CARLSON GLEIM &
SMITH, P.A.
Suite 1100
150 Second Avenue, North
St. Petersburg, FL 33701

EFFECTIVE DATE
APR 26 1995

DOMESTIC FILING

NAME: PROCARE UNLIMITED OF NORTH
AMERICA, INC.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS: _____

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ARTICLES OF INCORPORATION
OF
PROCARE UNLIMITED OF NORTH AMERICA, INC.

RECORDED
1995 APR 26 PM 1:14

ARTICLE I.

NAME

The name of this corporation is Procare Unlimited of North America, Inc.

ARTICLE II.

PRINCIPAL OFFICE

The principal office of this corporation and the mailing address of this corporation is 8730 Fourth Street North, St. Petersburg, Florida 33702.

ARTICLE III.

DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of April 26, 1995.

ARTICLE IV.

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

EFFECTIVE DATE
APR 26 1995

ARTICLE V.

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are Thomas B. Smith, Esq., 150 Second Avenue North, Suite 1100, St. Petersburg, FL 33701. The Registered Agent, by his execution of these Articles of Incorporation as incorporator, accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of § 607.0501, Florida Statutes.

ARTICLE VII.

INITIAL BOARD OF DIRECTORS

This corporation shall have one (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The names and address of the initial directors of this corporation are Kerry M. McCord and Gilbert A. Macheck, 8730 Fourth Street North, St. Petersburg, FL 33702.

ARTICLE VIII.

INCORPORATOR

The name and address of the person signing these Articles of Incorporation are Thomas B. Smith, Esq., 150 Second Avenue N., Suite 1100, St. Petersburg, Florida 33701.

ARTICLE IX.

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.

ARTICLE X.

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI.

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

ARTICLE XII.

LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contract.

IN WITNESS WHEREOF, the undersigned executes these Articles of
Incorporation this 26th day of April, 1995.

Thomas B. Smith
Thomas B. Smith

INCORPORATOR

FILED
APR 27 1995
STATE OF
MISSISSIPPI
55 APR 20 PM 12:14