

P9500003365-4

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

OFFICE OF STATE
CORPORATIONS
95 MAY - 1 PM 12:42

W95-9088
AB4/28/95

RE: Countryside Future
Healthcare, Inc.

	C.C. FEE.	DISBURSED
Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service	300001468223	
Document Filing	-04/28/95--01051--014	
	***+122.50 ***+122.50	
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY AKK

WALK-IN
Will Pick Up 428 1200

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 28, 1995

CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: COUNTRYSIDE FUTURE HEALTHCARE, INC.
Ref. Number: W95000009088

We have received your document for COUNTRYSIDE FUTURE HEALTHCARE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must be identical throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Bundick
Corporate Specialist

Letter Number: 295A00020364

corrected

ARTICLES OF INCORPORATION
OF
COUNTRYSIDE FUTURE HEALTHCARE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -1 PM 12:42

ARTICLE I

Name and Address

The name of this corporation is COUNTRYSIDE FUTURE HEALTHCARE, INC., whose place of business is located at 33920 U.S. Highway 19 N., Suite 200, Palm Harbor, Florida 34684.

ARTICLE II

Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 1000 shares at One Dollar (\$1.00) par value common stock, which shall be designated "common shares." The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of this corporation may

be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

ARTICLE V

Preemptive Rights

Any shareholder, upon the sale, by the corporation, for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Initial Registered Office and Agent

The name of the initial registered agent of this corporation is Robert C. Dickinson III, and the address of the initial registered office of this corporation is 33920 U.S. 19 No., Suite 200, Palm Harbor, Florida 34684.

ARTICLE VII

Initial Board of Directors and Officers

This corporation shall have not less than one director(s) and/or officer(s) initially. The number of directors and/or officers may be increased from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Richard Sola, M.D.	3020 Turtle Brooke Clearwater, FL 34621	President/Director
Arif A. Alidina, M.D.	3251 McMullen Booth Rd., Suite 303 Clearwater, FL 34621	Treasurer/Director

ARTICLE VIII

Incorporators

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

<u>Name</u>	<u>Address</u>
Robert C. Dickinson III Attorney for Corporation	33920 U.S. Highway 19 N., Suite 200 Palm Harbor, FL 34684

ARTICLE IX

By-Laws

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

Shareholder Quorum and Voting

Fifty-one percent, (51%), of the issued 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 XI

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XII

Indemnification

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

ARTICLE XIII

Amendment


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

ARTICLE XIV

Cumulative Voting

At each election for directors, every shareholder entitled to vote at such elections shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these
Articles of Incorporation this 27th day of April, 1995.


Robert C. Dickinson III, Incorporator
Attorney for Corporation

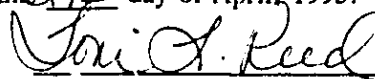
STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in this State and County set forth above, personally appeared Robert C. Dickinson III, to be the person who executed the foregoing Articles of Incorporation who is personally known to me and who did take an oath and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 27th day of April, 1995.



TONI L REED
My Commission CC255880
Expires May 24 1997
Bonded by HAI
800-422-1555



Print Name: Toni L. Reed
Notary Public
My Commission Expires: 05/24/97

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept services for process for COUNTRYSIDE FUTURE HEALTHCARE, INC. at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.


ROBERT C. DICKINSON III

1995
DIVISION OF STATE
CORPORATIONS
95 MAY -1 PM 12:42