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ORDER DATE : May 1, 1995

ORDER TIME : 12:25 PM

ORDER NO. : 587919

CUSTOMER NO: 10270A

CUSTOMER: Larry L. Dillahunty, Esq
GREENE COX & DILLAHUNTY, P.A.

248 First Avenue, North

St. Petersburg, FL 33701

DOMESTIC FILING

NAME: FLORIDA PERSONAL COMPANION
SERVICES, INC.

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

T. BROWN MAY - 2 1995

FILED
95 MAY - 1 AM 10:17
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

FLORIDA PERSONAL COMPANION SERVICES, INC.

FILED
95 MAY -1 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is FLORIDA PERSONAL COMPANION SERVICES, INC.

ARTICLE II

DURATION

The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE

The purpose of the Corporation is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares that the corporation is authorized to issue is Ten Thousand (10,000) shares, all of which shall be common shares having a par value of One Dollar (\$1.00) per share.

ARTICLE V

PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right to purchase, subscribe, or receive a right or rights to purchase or

subscribe for, at fair market value thereof, a prorata share (as nearly as can be done without issuance of fractional shares) of:

1. Any stock that the corporation may issue or sell, whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor performed, personal property, or real property, or leases thereof; or

2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation, or which is attached or pertinent to any warrant or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock.

ARTICLE VI

TRANSFER RESTRICTIONS

Before there can be a valid sale or transfer of any of the shares of the corporation by any holder thereof, such holder shall first offer said shares to the corporation and then to the other holders of shares in the following manner:

1. Such offering shareholder shall deliver a notice in writing by mail or otherwise to the secretary of the corporation stating the price, terms, and conditions of such proposed sale or transfer, the number of shares to be sold or transferred, and his intention to sell or transfer such shares. Within twenty (20) days thereafter, the corporation shall have the prior right to purchase such shares so offered at the price and on the terms and conditions stated in the notice; provided, however, that the corporation shall not at any time be permitted to purchase all of its outstanding voting shares. Should the corporation fail to purchase all of the shares so offered at the expiration of the twenty day period, or prior thereto decline to purchase the shares, the Secretary of the corporation shall, within five (5)

days thereafter, mail or deliver to each of the other shareholders of record a copy of the notice given by the shareholder to the secretary. Such notice may be mailed to them at their last known address as such address may appear on the books of the corporation. Within ten (10) days after the mailing or delivering of the copies of the orders to the shareholders, any such shareholder or shareholders desiring to acquire any part or all of the shares referred to in the notice shall deliver by mail, or otherwise, to the Secretary of the corporation a written offer or offers, expressed to be acceptable immediately, to purchase a specified number of such shares at the price and on the terms and conditions stated in the notice. Each such offer shall be accompanied by the purchase price therefore with authorization to pay such price against delivery of the shares.

2. If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred, each offering shareholder shall be entitled to purchase such proportion of such shares as the number of shares of the corporation which he holds bears to the total number of shares held by all shareholders desiring to purchase the shares.

3. If all the shares to be sold or transferred are not disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess of his proportionate share as provided above, shall be entitled to purchase such proportion of those shares which remain thus undisposed of, as the total number of shares which he holds bears to the total number of shares held by all the shareholders desiring to purchase in excess of those to which they are entitled under such apportionment.

4. If within said twenty (20) day period, the offer or offers to purchase aggregate less than the number of shares to be sold or transferred, the shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers and may dispose of all of the shares referred to in his notice to any person or persons whomsoever; provided, however, that he shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in his notice to the secretary of the corporation.

5. Nothing contained in this Article shall restrict the shareholder from transferring shares to immediate family members (spouses, parents, and children only), or to any corporation in which the shareholder or shareholders immediate family members own and maintain a majority interest.

Each share certificate issued shall bear the following legend:

"These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation, which copy of said Articles may be obtained from the corporation's office."

ARTICLE VII

PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of the corporation is 501 First Avenue North, Suite 630, St. Petersburg, Florida, 33701. The name of the initial Registered Agent of the corporation is STACY L. STATTON, located at 501 First Avenue North, Suite 630, St. Petersburg, Florida, 33701.

ARTICLE VIII

DIRECTORS

The business of the Corporation shall be managed by the shareholders of the Corporation rather than by a Board of Directors; provided, however, the shareholders may, by majority vote based on the shares outstanding, create a Board of Directors, with a Board of not less than three (3) and no more than seven (7) members.

ARTICLE IX

INCORPORATORS

The name and address of the incorporator is:

NAME

STACY L. STATTON

ADDRESS

501 First Avenue North, Suite 630
St. Petersburg, FL 33701

ARTICLE X

BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be


vested in the Shareholders.

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have subscribed my name this 24th day of April, 1995.

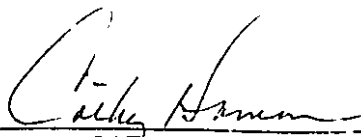

STACY L. STATTON

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared STACY L. STATTON, at the time of notarization, who did take an oath and who is personally known to me, or who produced _____ as identification, executed the foregoing for the purposes therein contained.

24th WITNESS my hand and official seal in said County and State the day of April, 1995.


CATHY HAMM
Notary Public

My Commission Expires: 09/05/95
My Commission Number: CC141393

STATE OF FLORIDA
DEPARTMENT OF STATE

FILED
95 MAY -1 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED AND NAMES AND ADDRESSES OF THE CORPORATION.

The following is submitted in compliance
with Chapter 48.091, Florida Statutes

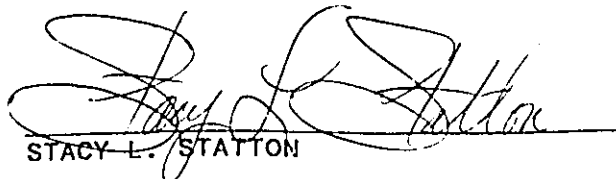
FLORIDA PERSONAL COMPANION SERVICES, INC., a Corporation,
organized under the laws of the State of Florida, with its
principal office at 501 First Avenue North, Suite 630, St.
Petersburg, Florida, 33701, and its mailing address being the same,
has named STACY L. STATTON, located at 501 First Avenue North,
Suite 630, St. Petersburg, Florida, 33701, with her residence being
the same, as its agent to accept service of process within the
State.

OFFICERS:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
STACY L. STATTON	501 First Avenue North Suite 630 St. Petersburg, FL 33701	President/ Treasurer/ Secretary

ACCEPTANCE:

I agree, as Resident Agent, to accept service of process, to
keep the office open during prescribed hours, to post my name in
some conspicuous place in the office, as required by law.


STACY L. STATTON

P95000033930
TRANSMITTAL LETTER

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

100001583841
-09/13/95--01048--012
*****35.00 *****35.00

SUBJECT: Amendment to Articles of Incorporation/Amendment to
Registered Agent for Florida Personal Companion Services, Inc.

Enclosed is an original and one (1) copy of the articles of amendment
as well as an original and one (1) copy of the Amendment of
Registered Agent along with a check for \$ 35.00

From: Terry Statton
501 1st Ave., North, Suite 630
St. Petersburg, Florida 33701

FILED
95 SEP 13 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

N. HENDRICKS SEP 15 1995

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

Florida Personal Companion Services, Inc.

FILED
95 SEP 13 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

ARTICLE VII
PRINCIPLE OFFICE AND REGISTERED AGENT

The name and address of the current registered agent and office is:
STACY L. STATTON
501 FIRST AVENUE, NORTH, SUITE 630
ST. PETERSBURG, FLORIDA 33701

The name and address of the new registered agent and office is:
TERRY STATTON
501 FIRST AVENUE, NORTH, SUITE 630
ST. PETERSBURG, FLORIDA 33701

ARTICLE XII:
OFFICERS OF THE CORPORATION.

THE FOLLOWING INDIVIDUALS WILL BE NAMED OFFICERS OF THE CORPORATION EFFECTIVE IMMEDIATELY.

President: Terry Statton, 600 Columbus Drive, E. Tierra Verde, FL 33715.
Treasurer: Terry Statton, 600 Columbus Drive, E. Tierra Verde, FL 33715.
Secretary: Terry Statton, 600 Columbus Drive, E. Tierra Verde, FL 33715.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 8/23/95

FOURTH: Adoption of Amendment(s)

XX The amendment(s) was/were approved by the shareholders, The number of votes cast for the amendments was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by SHAREHOLDERS voting group".

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 22 of Aug, 1995.

X Stacy L. Statton, Pres

7/31/95

PAT SCHAUB
Notary Public, State of Ohio
My Commission Expires 8-30-99

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Stacy L. Statton
Signature of Registered Agent

9-11-95
Date