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MARIA KASSAVETIS,
ADMINISTRATOR

June 1, 1995

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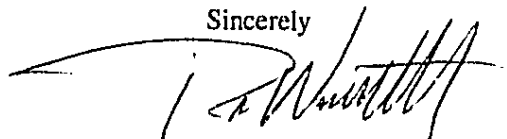
Department of State
Division of Incorporation
P.O. Box 6327
Tallahassee, FL 32314

Re: Filing of Articles of Incorporation for Covenant Health Care, Inc.

Dear Division of Corporations:

Please find enclosed an original of Covenant Health Care, Inc. Articles of Incorporation and a check for the amount of \$122.50. Please file the same and return all correspondence to the above entitled firm to my attention. Thank you for your cooperation.

Sincerely



Robert L. Wortelboer

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called O.K.

SDC

EFFECTIVE DATE

JUN 1 1995

FILED
95 JUN -6 PM 3:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF

COVENANT HEALTH CARE, INC.

FILED
95 JUN -6 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

Article I
Name

Section 1.1. Name. The name of this corporation is Covenant Health Care, Inc. , and the address is 4450 Camino Real Way, Fort Myers, FL 33912.

Article II
Duration

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III
Purpose

Section 3.1. Purposes. This corporation is organized for the sole and specific purpose of engaging in every phase and aspect of the business of arranging and rendering health care services to the public. This corporation shall have all the powers conferred upon it by the laws of the State of Florida or of any other State or country and not prohibited by the Florida law. It is expressly hereby provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

Article IV
Capital Stock

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares having no par value.

EFFECTIVE DATE

Section 4.2. Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Article V
Initial Registered Office and Agent

Section 5.1. Name and Address. The street address of the initial registered office of this professional corporation is **Donald W. Weidner, P.A., 10161 Centurion Parkway North, Suite 190, Jacksonville, FL 32256** and the name of the initial registered agent of this corporation at that address is **Robert L. Wortelboer, Esquire.**

Article VI
Directors

Section 6.1. Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws. The manner of selection of directors shall be as provided in the bylaws.

Section 6.2. Initial Directors. The names and street addresses of the members of the first board of directors of this corporation, are:

Name

Address

Thomas Grant Walker 4450 Camino Real Way, Fort Myers, FL 33912

Section 6.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their service as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of this corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 6.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII

Bylaws

Section 7.1. Bylaws. The initial bylaws of this professional corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article VIII

Incorporator

Section 8.1. Name and Address. The name and street address of the Incorporator of this corporation is Robert L. Wortelboer, Donald W. Weidner, P.A., 10161 Centurion Parkway North, Suite 190, Jacksonville, FL 32256.

Article IX

Amendment

Section 9.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation by a vote of not fewer than two-thirds (2/3rds) of its shareholders, and any right conferred upon the shareholders is subject to this reservation.

Article X

Dissolution

Section 10.1. Dissolution. The corporation may be dissolved at anytime (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds (2/3rds) of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporation property and assets shall, after payment, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, the Incorporator has executed these Articles this 1st day of June, 1995.


Robert L. Wortelboer

STATE OF FLORIDA)
) ss:
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me by ROBERT L. WORTELBOER this 1st day of June, 1995.

Elaine Lucas
Notary Public, State of Florida

ELAINE LUCAS
Printed Name of Notary
My Commission Expires:



ELAINE LUCAS
MY COMMISSION # CC336883 EXPIRES
January 3, 1998
BONDED THRU TRULY FAIR INSURANCE, INC.

**Certificate Designating or Changing Place
of Business or Domicile for the Service of Process
Within This State, Naming Agent Upon
Whom Process May Be Served**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Covenant Health Care, Inc., a Florida Corporation, with its principal office as indicated in the Articles of Incorporation has named **Robert L. Wortelboer of Donald W. Weidner, P.A., 10161 Centurion Parkway North, Suite 190, Jacksonville, FL 32256** as its agent to accept service of process within this State.

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said act relative to keeping open said office.


Robert L. Wortelboer, Esquire

STATE OF FLORIDA)
) ss:
COUNTY OF DUVAL)

1st SWORN TO AND SUBSCRIBED before me by ROBERT L. WORTELBOER this
day of June, 1995.

Elaine Lucas
Notary Public, State of Florida

ELAINE LUCAS
Printed Name of Notary

My commission expires:



ELAINE LUCAS
MY COMMISSION # CC336868 EXPIRES
January 3, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE

I hereby agree to act as registered agent for Government Health Care, Inc., as stated in the Articles of Incorporation of said Corporation.



Robert L. Wortelboer, Esquire

FILED

95 JUN -6 PM 3:17

SECRETARY OF STATE
TALLAHASSEE FLORIDA