

HPC AMERICA INC.

The Home Patient Care Companies

**P95000047986**

One Hook Road  
P.O. Box 1188  
Sharon Hill, PA 19079  
610-586-8514  
FAX: 610-586-4243

June 14, 1995

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: **ARTICLES OF INCORPORATION  
PRIDECARE, INC. (FL)**

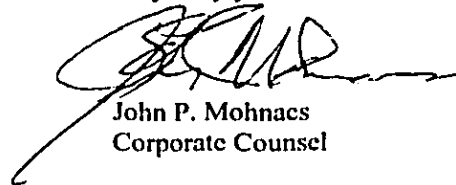
Dear Sir:

Enclosed for filing please find an original and one (1) copy of the Articles of Incorporation, of **"PRIDECARE, INC (FL)** Certificate of Registration of Registered Agent and Registered Office and transmittal letter.

Also enclosed please find a check in the amount of \$122.50 for the filing fees and costs of a copy under seal.

Kindly return the copy under seal to me in the enclosed pre-paid, pre-addressed air-bill.  
Thank you for your assistance in this matter.

Very truly yours,

  
John P. Mohnacs  
Corporate Counsel

JPM/tf

FILED  
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## **HPC AMERICA INC.**

### **The Home Patient Care Companies**

One Hook Road  
P.O. Box 1188  
Sharon Hill, PA 19079  
**610-586-8514**  
**FAX: 610-586-4243**

June 16, 1995

Sharon Tala  
Florida Department of State  
Division of Corporation  
409 East Gaines Street  
Tallahassee, FL, 32399

**RE: ARTICLES OF INCORPORATION  
PRIDECARE, INC. (FL)**

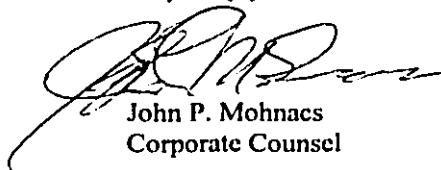
Dear Ms. Tala:

Thank you very much for your phone call earlier today regarding our Articles of Incorporation. Enclosed please find a check in the amount of \$122.50 representing filing fees and costs of a copy under seal for Pridecare, Inc. (FL)

The Articles of Incorporation were previously submitted without a check representing the filing fee.

Sorry for any convenience I may have caused. If I can be of further assistance, please contact me at the above listed number.

Very truly yours,



John P. Mohnacs  
Corporate Counsel

JPM/tf

**ARTICLES OF INCORPORATION  
OF  
PRIDECARE, INC. (FL)**

FILED  
JUN 19 2013  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the corporation shall be:

**PRIDECARE, INC. (FL)**

**ARTICLE II PRINCIPAL OFFICE**

The mailing address of the initial principal office of this corporation is 3901 SW 47th Avenue, Suite 405, Fort Lauderdale, FL 33314. The Board of Directors may, from time to time, change the street and post office address of the principal office of the corporation.

**ARTICLE III PURPOSE**

To engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of capital stock.

The common stock of the corporation shall have the following characteristics:

- (a) The stock shall be without par value;
- (b) At all meetings of the shareholders, the common shareholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common shareholder is interested in a matter to be voted upon shall not disqualify him from voting thereon;

- (c) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.
- (d) The Board of Directors shall have the full authority permitted by law to fix by resolution, full, limited, multiple, or fractional, or no voting rights, and such designations, preferences, qualifications, privileges, limitations, restrictions, options, conversion rights, and other special or relative right of, and the number of authorized shares (within the total number of shares of all classes and series authorized by these Articles) of any class or any series of any class that may be desired;
- (e) The shareholders of the corporation do not have a preemptive right to acquire the corporation's unissued shares except to the extent the Articles of Incorporation provide.
- (f) The corporation elects to have preemptive rights as follows:
  - (1) The shareholders of the corporation have a preemptive right, granted on uniform terms and conditions prescribed by the Board of Directors to provide a fair and reasonable opportunity to exercise the right, to acquire proportional amounts of the corporation's unissued shares upon the decision of the Board of Directors to issue them.
  - (2) A shareholder may waive his preemptive right. A waiver evidenced by a writing is irrevocable even though it is not supported by consideration.
  - (3) There is no preemptive right with respect to:
    - (I) Shares issued as compensation to directors, officers, or employees of the corporation or its subsidiaries or affiliates.
    - (ii) Shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, or employees of the corporation, or its subsidiaries or affiliates.
    - (iii) Shares authorized in these Articles of Incorporation that are issued within six (6) months from the effective date of incorporation.
- (g) Holders of shares of any class or series without general voting rights but with preferential rights to distributions or assets have no preemptive rights with respect to shares of any class.

- (h) Holders of shares of any class or series without general voting rights but without preferential rights to distributions or assets have no preemptive rights with respect to shares of any class with preferential rights to distributions or assets unless the shares with preferential rights are convertible into or carry a right to subscribe for acquire shares without preferential rights.
- (i) Shares subject to preemptive rights that are not acquired by shareholders may be issued to any person for a period of one year after being offered to shareholders at a consideration set by the Board of Directors that is not lower than the consideration set for the exercise of preemptive rights. An offer at a lower consideration or after the expiration of one year is subject to the shareholder's preemptive rights.
- (j) For purpose of this section, "shares" includes a security convertible into or carrying a right to subscribe for or acquire shares.

#### **ARTICLE V TERM OF EXISTENCE**

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of Florida.

#### **ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS**

The name of the initial registered agent of this corporation is Karon Carpenter. The street address of the initial registered agent of this corporation is 3901 SW 47th Avenue, Suite 405, Fort Lauderdale, FL 33314.

#### **ARTICLE VII INITIAL BOARD OF DIRECTORS**

The corporation shall have one (1) Director initially, which shall be Raymond A. Mirra, Jr. The number of Directors may be increased or diminished, from time to time in accordance with the By-Laws, but never shall be fewer than (1).

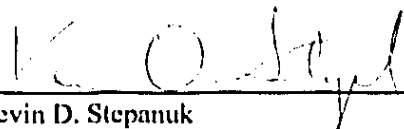
#### **ARTICLE VIII AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by the corporation's By-Laws.

### ARTICLE IX INCORPORATION

The name and street address of the person signing these Articles of Incorporation is Kevin D. Stepanuk, One Hook Road, Sharon Hill, Pennsylvania.

The undersigned has executed these Articles of Incorporation this 12th day of June, 1995.

  
\_\_\_\_\_  
Kevin D. Stepanuk  
Incorporator

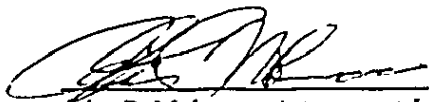
#### STATE OF NEW JERSEY:

: ss:

#### COUNTY OF GLOUCESTER:

BEFORE ME, a member of the Bar of the Supreme Court of the State of New Jersey, being duly empowered and authorized as such to take acknowledgments in the State and County set forth above, personally appeared Kevin D. Stepanuk, personally known to me to be the person who executed the foregoing Articles of Incorporation, and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand in the State and County aforesaid on the 12th day of June, 1995.

  
\_\_\_\_\_  
John P. Mohnacs, Attorney-at-Law  
Member, Supreme Court of New Jersey  
My license expires 12/31/95

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized pursuant to the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

**ARTICLE I NAME**

1. The name of the corporation is:

**PRIDECARE, INC (FL)**

2. The name and address of the registered agent and office is:

**3901 SW 47th Avenue  
Suite 405  
Fort Lauderdale, FL 33314**

**FILED**  
95 JUN 19 PM 3:14  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

  
Kevin D. Stepanuk, Incorporator

Dated: June 12, 1995

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 STATUS 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.

Dated: June 12, 1995

  
Karon Carpenter  
Registered Agent