

Law Offices

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A Partnership Including Professional Corporations

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June 26, 1995

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Florida Division of Corporations
Bureau of Corporate Records
P. O. Box 6327
Tallahassee, FL 32314

Re: **Home Care Partners, Inc.**

Gentlemen:


Enclosed are an original and one copy of articles of incorporation for this proposed corporation, together with a designation of registered agent. Please endorse your approval of the articles of incorporation on the duplicate copy, certify and return it.

A check in the amount of \$122.50 is enclosed in payment of the following:

1. \$35.00 filing fee;
2. \$52.50 fee for the certified copy of the articles of incorporation; and
3. \$35.00 filing fee for the designation of registered agent.

Thank you for your attention to this matter.

Sincerely yours,



William L. Johnson

WLJ:am
Enclosure

STP-80343

D. BROWN JUN 30 1995

ARTICLES OF INCORPORATION
OF
HOME CARE PARTNERS, INC.

The undersigned, acting as incorporator of Home Care Partners, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE ONE - NAME

The name of the corporation is:

Home Care Partners, Inc.

ARTICLE TWO - ADDRESS

The mailing address of the corporation is:

9720 Executive Center Drive N., #214 & 110
St. Petersburg, FL 33702

ARTICLE THREE - COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the filing of the articles of incorporation.

ARTICLE FOUR - PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE FIVE - AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE SIX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 9720 Executive Center Drive N., #214 & 110, St. Petersburg, FL 33702, and the name of the corporation's initial registered agent at that address is Grayson S. Gentzel.

ARTICLE SEVEN - INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial director are:

<u>Name</u>	<u>Address</u>
Joseph B. Gentzel	9720 Executive Center Dr. N. #214 and 110 St. Petersburg, FL 33702
Grayson S. Gentzel	9720 Executive Center Dr. N. #214 and 110 St. Petersburg, FL 33702

ARTICLE EIGHT - INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Grayson S. Gentzel	9720 Executive Center Dr. N. #214 and 110 St. Petersburg, FL 33702

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE NINE - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE TEN - AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on June 26, 1995.


GRAYSON S. GENTZEL

STP-77140

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Home Care Partners, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 9720 Executive Center Drive N., #214 & 110, St. Petersburg, Florida, has named Grayson S. Gentzel as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.


GRAYSON S. GENTZEL