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LAW OFFICES
HARDY & LEUKEL
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STARKE, FLORIDA 32091

DUDLEY P. HARDY, P.A.
JEFFREY M. LEUKEL, P.A.

996 NORTH TEMPLE AVENUE
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June 30, 1995

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

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OFFICE USE ONLY

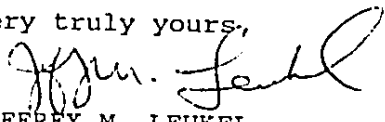
Dear Sir/Madam:

Enclosed, please find the Articles of Incorporation for the following corporations:

1. The Rose Corporation, Inc.
2. Health Care Associates of North Florida, I, Inc.
3. Health Care Associates of North Florida, II, Inc.
4. Health Care Associates of North Florida, III, Inc.

Also enclosed is a firm account check in the amount of \$280.00 to cover all fees associated with filing same.

Very truly yours,


JEFFREY M. LEUKEL

JML/las

FILED
55 JUL -5 PM 4:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HEALTH CARE ASSOCIATES OF NORTH FLORIDA III, INC.

FILED

20 JUL -5 PM 4:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I.

NAME

The name of the Corporation is Health Care Associates of North Florida III, Inc.

ARTICLE II.

PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 275 West Main Street, Lake Butler, Florida 32054. The mailing address of the corporation is P.O. Box 567, Lake Butler, Florida 32054.

ARTICLE III.

CORPORATE DURATION

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is when the Articles of Incorporation are filed with the Secretary of State.

ARTICLE IV.

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To provide coordinated home care services in Nursing, Pharmacy and Infusion services of extraordinary quality. To provide professional knowledge in accordance with high clinical standards of practice. To provide dependable continuity of care, consistency of service, quality of care and patient safety. To provide peace of mind to patients and their families. To provide direct patient care services with compassion and sensitivity to patient's therapy needs.

2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.

3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE V.

CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is seventy thousand (70,000). Each share shall be of a single class, and shall have a par value of \$1,000.00.

ARTICLE VI.

ONE CLASS OF STOCK

The total number of shares that the corporation is authorized to issue is seventy thousand (70,000) shares. Such shares shall be of a single class. No preferences, qualifications, limitations, restrictions, or special rights, other than those provided by law, shall exist with respect to any of the shares of the corporation or any of the holders of such shares.

ARTICLE VII.

CONSIDERATION FIXED BY DIRECTORS

Stock may be issued by the corporation from time to time for such consideration as may be fixed by the board of directors.

ARTICLE VIII.

FULL PAYMENT BEFORE ISSUANCE

The shares of stock of this corporation shall be issued only upon the full payment of the sums represented by them.

ARTICLE IX.

LIABILITY OF SHAREHOLDERS

The holders of fully paid stock of this corporation shall not be held individually responsible as such for any debts, contracts, liabilities, or engagements of the corporation, and shall not be liable for assessments to restore impairments in the capital of the corporation; nor shall fully paid stock of this corporation be liable to assessment for any purpose.

ARTICLE X

APPROVAL OF DIRECTORS

Shares of stock in this corporation shall not be transferred or sold until the sale or transfer has been reported to and approved by the board of directors.

ARTICLE XI

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 996 N. Temple Avenue, Starke, Florida 32091, and the name of its initial registered agent at such address is Jeffrey M. Leukel, P.A.

ARTICLE XII

DIRECTORS

The number of directors constituting the corporation's initial Board of Directors is three (3). The name and address of each person who is to serve as a member of the initial board of directors is:

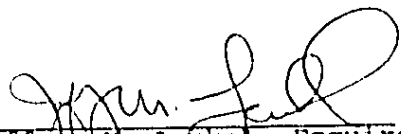
Name	Address
Robert Aspinwall	4201 Trout River Blvd Jacksonville, FL 32208
Margaret A. Robertson	225 NE 1st Avenue Lake Butler, FL 32054
George Sydney Fortner	Route 2, Box 287 Lake Butler, FL 32054

INCORPORATOR

The name and address of the incorporator is:

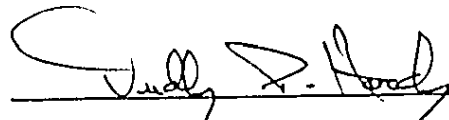
Name	Address
Jeffrey M. Leukel, P.A.	396 N. Temple Avenue Starke, FL 32091

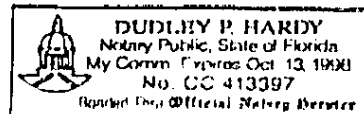
Executed by the undersigned at Starke, Bradford County, Florida, on this 30th day of June, 1995.


Jeffrey M. Leukel, Esquire

STATE OF FLORIDA
COUNTY OF BRADFORD

The foregoing instrument was acknowledged before me on this 30th day of June, 1995 by Jeffrey M. Leukel who is personally known to me and who took an oath.


NOTARY PUBLIC-STATE OF FLORIDA
My Commission Expires:



CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Health Care Associates of North Florida I, Inc.

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

Jeffrey M. Leukel, P.A.
996 North Temple Avenue
Starke, FL 32091

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.


JEFFREY M. LEUKEL, ESQUIRE

President
TITLE

FILED
95 JUL -5 PM 4:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DATE