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CROW & JOSEPH
ATTORNEYS AT LAW

LAWRENCE D. CROW•

JUSTIN G. JOSEPH

DAVID P. FOLKENFLIK

• BOARD CERTIFIED REAL ESTATE ATTORNEY
June 30, 1995

1266 SOUTH PINELLAS AVENUE
TARPON SPRINGS, FLORIDA 34689
TEL: (813) 938-2227
TELECOMMER: (813) 938-8447

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

Re: Advanced Medical Home Care, Inc.

Dear Sir(s):

Enclosed for filing with your office, please find proposed Articles of Incorporation for Advanced Medical Home Care, Inc.

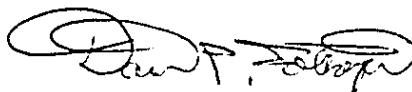
Additionally, I am enclosing my firm check in the amount of \$70 to cover the following itemized expenses:

| | |
|---------------------------------|-----------------|
| Filing Fees | \$ 35.00 |
| Registered Agent Designation | \$ <u>35.00</u> |
| TOTAL | \$ 70.00 |

400001533644
-07/10/95--01061--007
*****70.00 *****70.00

Thank you for your assistance in this matter.

Very truly yours,



David P. Folkenflik

DPF:km
Enclosure(s)

R. CHESSEB JUL 13 1995

FILED
1995 JUL 10 PM 6:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ADVANCED MEDICAL HOME CARE, INC.

The undersigned DAVID P. FOLKENFLIK does hereby make, subscribe, acknowledge and files these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The names of this corporation shall be ADVANCED MEDICAL HOME CARE, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted is for the purpose of home health care products, services and consultants.

The corporation is organized for the purpose of transacting any and all other lawful business and is organized to do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall consist of One Million (1,000,000) shares of common stock with par value of One Penny (\$.01).

The initial stockholders shall be EDWARD RANDALL BRADSHAW, CAROL LYNN BRADSHAW, and NANCY KEPLER. Initial stock issued shall be Six Hundred Thousand (600,000) shares to EDWARD RANDALL BRADSHAW, Two Hundred Sixty Thousand (260,000) shares to CAROL LYNN BRADSHAW and One Hundred Thousand (100,000) shares to NANCY KEPLER.

The 960,000 shares held by the initial stockholders as listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining stockholders or to this corporation.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence.

FILED
1995 JUL 10 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered and corporate office of this corporation is 1266 South Pinellas Avenue, Tarpon Springs, Florida, 34689, and the name of the initial registered agent of this corporation at that address is DAVID P. FOLKENFLIK.

ARTICLE VI

MANAGEMENT OF BUSINESS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of this corporation shall be managed under, the direction of the shareholders of this corporation. This corporation will not have directors.

ARTICLE VII

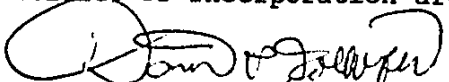
OFFICERS OF THE CORPORATION

The officers of the corporation shall be EDWARD RANDALL BRADSHAW President and Secretary.

ARTICLE VIII

INCORPORATORS

The name and address of the initial incorporator to these Articles of Incorporation are:


DAVID P. FOLKENFLIK

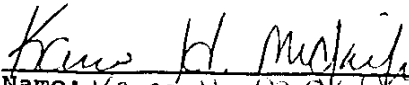
1266 S. Pinellas Ave.
Tarpon Springs, FL 34689

STATE OF FLORIDA)
) SS:
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 30 day of June, 1995, by DAVID P. FOLKENFLIK, who is personally known to me or who has produced () a Driver's License or Non-Driver's I.D. issued by Florida or any other U.S. State; () a U.S. Passport or a Foreign Passport stamped by the U.S. Immigration and Naturalization Services; () a U.S. Military I.D.; () a Canadian or Mexican Driver's License issued by an official agency; () for an inmate in custody, an I.D. issued by the Florida Department of Corrections, as identification and who (did) (did not) take an oath.



KAREN H. MIDKIFF
MY COMMISSION # CC367037 EXPIRES
April 25, 1998
BONDED THRU TROY FAIR INSURANCE, INC.


Name: Karen H. Midkiff
Notary Public-State of Florida
Commission No.:

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

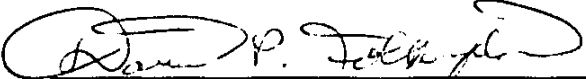
Advanced Medical Home Care, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Clearwater, State of Florida, has named David P. Folkenflik, located at 1266 S. Pinellas Avenue, Tarpon Springs, Florida 34689 as its agent to accept service of process within Florida.

SIGNATURE: 

TITLE: INCORPORATOR

DATE: 6/30/95

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


DAVID P. FOLKENFLIK

Date 6/30/95

FILED
1995 JUL 10 PM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA