

1201 HAYS STREET

TALLAHASSEE, FL 32301

9171

222-0300

800-342-0086



networks

PRESTIGE TALL
LEGAL & FINANCIAL SERVICES

ACCOUNT ID: 8721000000000000

REFERENCE : 642629 9969A

AUTHORIZATION :

COST LIMIT : \$ PPD

000001538990
-07/17/95--01045--010
*****20.00 *****70.00

ORDER DATE : July 17, 1995

ORDER TIME : 9:58 AM

EFFECTIVE DATE
JUL 13 1995

ORDER NO. : 642629

CUSTOMER NO: 9969A

CUSTOMER: John A. Moran, Esq
NORTON MORAN HAMMERSLEY DUNLAP
GURLEY & LOPEZ, P.A.
Suite 610
1819 Main Street
Sarasota, FL 34237

DOMESTIC FILING

NAME: HEALTH AND FINANCIAL SERVICES,
INC.

EFFECTIVE DATE OF JULY 13

XXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XXX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

95 JUL 17 19 11:21
DIVISION OF CORPORATION

95 JUL 17 PM 4
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

T. BROWN JUL 17 1995

LAW OFFICES OF
NORTON, MORAN, HAMMERSLEY, DUNLAP, GURLEY & LOPEZ, P.A.

ANTHONY S. CAUREKA
SCOTT W. DUNLAP*
JAMES D. GIBSON
DAVID E. GURLEY
PHILIP N. HAMMERSLEY
NATALIE A. HERRIO**
E. JOHN LOPEZ**
JOHN A. MORAN
DAVID D. NEISER
SAM D. NORTON*
NICK ROKNICH, III

SARASOTA CITY CENTER
1819 MAIN STREET
SUITE 610
SARASOTA, FLORIDA 34236
TELEPHONE 813-954-4691
TELECOPIER 813-954-2128

PORT MYERS OFFICE
SUN BANK FINANCIAL CENTER
SUITE 400
12730 NEW BRITANNY BLVD
PORT MYERS, FLORIDA 33907
TELEPHONE 813-936-8622
TELECOPIER 813-275-1179

*BOARD CERTIFIED
REAL ESTATE LAWYER

**BOARD CERTIFIED
TAX LAWYER

***ALSO ADMITTED IN INDIANA

July 14, 1995

2357-1

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

Re: **Health and Financial Services, Inc.**

Dear Sir or Madam:

Enclosed please find an original and duplicate of Articles of Incorporation for the above-referenced corporation. Please note that the effective date of Incorporation is Thursday, July 13, 1995.

Also enclosed is a check in the amount of \$70.00 made payable to the "Secretary of State" to cover the following items:

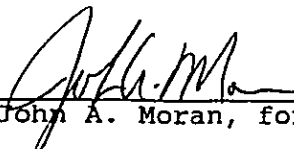
Filing Fee	\$35.00
Registered Agent	\$35.00

We would appreciate your returning to us the copy of the filed Articles of Incorporation, via CIS Courier.

Very truly yours,

**NORTON, MORAN, HAMMERSLEY,
DUNLAP, GURLEY & LOPEZ, P.A.**

by:


John A. Moran, for the Firm

JAM:rr\D7\c\Heal-SOS.Ltr

EFFECTIVE DATE
JUL 13 1995

ARTICLES OF INCORPORATION
OF
HEALTH AND FINANCIAL SERVICES, INC.

FILED
95 JUL 17 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of this Corporation is: HEALTH AND FINANCIAL SERVICES, INC.

ARTICLE II - TERM OF EXISTENCE

The date and time when corporate existence shall commence shall be 12:01 A.M. on Thursday, July 13, 1995, and the Corporation shall have perpetual existence thereafter.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - POWERS

The Corporation shall have power:

(a) To purchase, sell, lease, let, demise, develop and/or subdivide all real or personal property wheresoever situate.

(b) To purchase and sell for itself and for others, personal property, stocks, bonds and notes, to negotiate loans thereon for others; to act as trustee in deeds of trust or mortgages on real or personal property or any evidence of value to secure the same.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, note and other evidences of indebtedness

and execute such mortgages, transfers of corporate property, or other instruments as are necessary to secure the payment of corporate indebtedness.

(d) To purchase the corporate assets of any other corporation, and engage in the same or other character of business.

(e) To loan the monies of the Corporation and to take back mortgages as security therefor on both real and personal property.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(g) To act as nominee or agent for the purpose of land acquisition, development, sales and financing.

(h) To act as a general partner in general or limited partnerships which will engage in activities contemplated by this Article and to perform all services necessary or desirable in connection therewith, and to act as nominee for the purpose of acquiring, financing and transferring real and personal property.

(i) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

(j) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share. All stock, when issued, shall be fully paid and non-assessable.

ARTICLE VI - PRINCIPAL ADDRESS

The mailing address of this Corporation shall be 1819 Main Street, Suite 203, Sarasota, FL 34236.

ARTICLE VII - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 1819 Main Street, Suite 203, Sarasota, FL 34236, and the registered agent at such office is Geoff Frazier.

ARTICLE VIII - DIRECTORS

This Corporation shall have three (3) directors initially. The number of directors may be changed from time to time by bylaws adopted by the shareholders. The name and address of each member of the initial board of directors is:

Ricky S. Puszakowski
1819 Main Street, Suite 203
Sarasota, FL 34236;

Geoff Frazier
1819 Main Street, Suite 203
Sarasota, FL 34236; and

Thomas Gucciardi
1819 Main Street, Suite 203
Sarasota, FL 34236.

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Geoff Frazier
1819 Main Street, Suite 203
Sarasota, FL 34236

ARTICLE XI- INDEMNIFICATION

The Corporation shall indemnify any director or officer or any former director or officer to the full extent permitted by law.

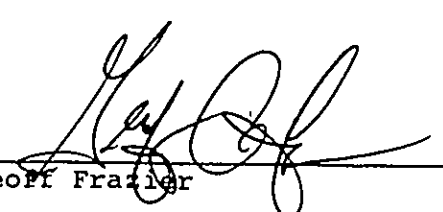
ARTICLE XII - PREEMPTIVE RIGHTS

Each shareholder of the Corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the corporation.

ARTICLE XIII - REMOVAL OF DIRECTORS

The shareholders of this Corporation shall be entitled to remove any director from office at any time for any reason whatsoever whether or not there is cause for removal.

The undersigned has executed these Articles this 13th day of July, 1995.



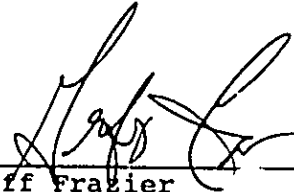
Geoff Frazier

"INCORPORATOR"

FILED
95 JUL 17 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process at the place designated in the Articles, 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.

July 13th, 1995
Date



Geoff Frazier

P95000055117

ELDER CARE FINANCIAL SERVICES

The Oaks

648 N. Tamiami Trail

Osprey, Florida 34229

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #) 500001809855
-07/22/96--01002--006
*****40.00 *****40.00
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Amend MC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 19 AM 10:03
JUL 23 1996

**ARTICLES OF AMENDMENT
OF
HEALTH AND FINANCIAL SERVICES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 19 AM 10:03

These amendments of the Articles of Incorporation are made and subscribed for the purposes of amending the articles of incorporation of Health and Financial Services, Inc., Tax I.D. No. 59-3326488 under Florida General Corporation Act, Chapter 607.0120, Florida Statutes. These amendments were made during a special board of directors meeting held May 15, 1996.

NAME AND PRINCIPAL ADDRESS

The name of this corporation is:

HEALTH AND FINANCIAL SERVICES, INC.

The principal address of the corporation is:

**1819 Main St.
Suite 201
Sarasota, FL 34236**

AMENDMENT OF NAME

This corporation is changing the corporate name to **ECMS, INC.**, effective May 15, 1996. This amendment was made on May 15, 1996 unanimous by vote of all stockholders of common stock of the corporation.

AMENDMENT OF PRINCIPAL ADDRESS

This corporation is changing its principal address to:


**648 N. Tamiami Trail
Osprey, FL 34229**

effective May 15, 1996. This amendment was made May 15, 1996 unanimous by vote of all stockholders of the corporation.

The name and address of the person signing these Amendments of these Articles is:

**Geoffrey A. Frazier
648 N. Tamiami Trail
Osprey, FL 34229**

IN WITNESS WHEREOF, the undersigned Secretary has executed the Amendments of the Articles of Incorporation this 15th day of May 1996.


Geoffrey A. Frazier
President

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that before me, an officer duly authorized and acting, personally appeared Geoffrey A. Frazier, to me known and known to me to be the individual described in and who executed the foregoing instrument and acknowledged then and there before me that he executed said instrument.

WITNESS MY HAND and official seal in the county and state aforesaid this day and year listed above written.



Notary Public
My Commission expires:

