

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0157
904-222-0391 FAX

800-342-8086



9500059718

ACCOUNT NO. : 072100000032

REFERENCE : 652638 85036A

AUTHORIZATION: *Patricia Pyzdek*

COST LIMIT : \$ 70.00

ORDER DATE : August 2, 1995

ORDER TIME : 10:35 AM

600001551856

ORDER NO. : 652638

CUSTOMER NO: 85036A

CUSTOMER: A. R. Neal, Esq
JACOBS FORLIZZO & NEAL, P.A.

Suite 300
13577 Feather Sound Drive
Clearwater, FL 34622

EFFECTIVE DATE
AUG - 1 1995

DOMESTIC FILING

NAME: LIFELINE HEALTH ACQUISITION
CORPORATION

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: Karen B. Rozer

EXAMINER'S INITIALS:

T. BROWN AUG - 2 1995

FILED
95 AUG - 2 PM 3:16
SECRET
TALLAHASSEE, FL 32301
904-222-0157

EFFECTIVE DATE
AUG - 1 1995

ARTICLES OF INCORPORATION
OF
LIFELINE HEALTH ACQUISITION CORPORATION

The undersigned, as incorporator, forms a corporation with the meaning of the applicable provisions of Florida Statutes, Chapter 607.

FILED
95 AUG -2 PM 3:18
SECRET
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The name of this Corporation is Lifeline Health Acquisition Corporation.

ARTICLE II.

PRINCIPAL OFFICE

The initial principal address of this Corporation is:

7235 Bryan Dairy Road, Largo, Florida 34647.

ARTICLE III.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this Corporation and the street address of the Registered Office are as follows:

Name: A. R. Neal, Esq.

Address: 13577 Feather Sound Drive, Suite 300,
Clearwater, Florida 34622

ARTICLE IV.

INCORPORATOR

The name and address of the Incorporator of this Corporation are:

Name: A. R. Neal, Esq.

Address: 13577 Feather Sound Drive, Suite 300,
Clearwater, Florida 34622.

ARTICLE V.

CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE VI.

BOARD OF DIRECTORS

The Board of Directors shall consist of not less than one nor more than nine Directors elected by the holders of a majority of the issued and outstanding shares of the common stock. The number of Directors may be increased or decreased from time to time upon vote of the shareholders, but the number of Directors shall never be less than one.

ARTICLE VII.

HIGH QUORUM AND VOTING RIGHTS

- A. The attendance at a duly called meeting of the Shareholders by Shareholders holding two-thirds (2/3) of the issued and outstanding shares of stock eligible to vote shall constitute a quorum.
- B. On all corporate matters as to which Shareholders vote, such matters shall be deemed approved when approved at a meeting of the Shareholders by Shareholders holding two-thirds (2/3) of the issued and outstanding shares of stock eligible to vote who are in attendance at such meeting.

ARTICLE VIII.

SHAREHOLDER'S AGREEMENT

The Shareholders of this Corporation may enter into a shareholder's agreement, or similar agreement, providing for the management of this Corporation, the election of Officers or Directors, or other matters. Such an agreement, if signed by all of the Stockholders, shall supersede any provisions of these Articles, or of the Bylaws that are in conflict.

ARTICLE IX.

PREEMPTIVE RIGHTS

The holders of issued and outstanding shares shall be entitled to preemptive rights within the meaning of Florida Statutes, Chapter 607.

ARTICLE X.

EFFECTIVE DATE OF ARTICLES

These Articles shall be effective August 1, 1995.

IN WITNESS WHEREOF, the undersigned, an incorporator, has hereunto set the undersigned's hand and seal this 1st day of August, 1995, for the purpose of organizing this Corporation under the laws of the State of Florida.

A. R. Neal
A. R. Neal, Esq.

ACKNOWLEDGMENT:

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 agree to comply with the provision of said Act relative to keeping open said office. Date: August 1, 1994.

A. R. Neal
A. R. Neal, Esq.



FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

P95000059718

ARTICLES OF MERGER
Merger Sheet

MERGING:

CONTINUUM OF CARE FOR SENIORS, INC., a Florida corporation,
P93000015284

INTO

LIFELINE HEALTH ACQUISITION CORPORATION, a Florida corporation,
P95000059718

File date: August 25, 1995

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 122.50

1201 HAYS STREET
TALLAHASSEE, FL 32301
904 222 9071

800-342-8086

P95000059718
CSC networks
PRESTIGIOUS
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 669327 85036A

AUTHORIZATION : *Patricia Pygott*

COST LIMIT : 9 122.50

ORDER DATE : August 25, 1995

ORDER TIME : 12:11 PM

ORDER NO. : 669327

CUSTOMER NO: 85036A

CUSTOMER: Norma McGrath, Legal Assistant
Jacobs Forlizzo & Neal, P.a.
Suite 300
13577 Feather Sound Drive
Clearwater, FL 34622

ARTICLES OF MERGER

CONTINUUM OF CARE FOR
SENIORS, INC.

INTO

LIFELINE HEALTH
ACQUISITION CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: _____

95 AUG 25 PM 2:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

8/25
JTB
Merger
C.C.

ARTICLES OF MERGER

FILED
55 MAR 25 PM 2:49
SECRET
FBI - MIAMI

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger for the purpose of merging them into one of such corporations.

1. The names of the corporations which are parties to the within merger are LIFELINE HEALTH ACQUISITION CORPORATION ("Acquisition"), a Florida corporation and CONTINUUM OF CARE FOR SENIORS, INC. ("Continuum"), a Florida corporation. Acquisition is the surviving corporation.

2. Attached hereto and made a part hereof for all purposes as Exhibit A is a Plan and Agreement of Merger (the "Plan"), providing for the merger of Continuum with and into Acquisition. The Plan has been approved as of such date by the shareholder of Continuum and by the sole shareholder of Acquisition in the manner prescribed by the Florida Business Corporation Act.

3. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of the shares of each class entitled to vote as a class are as follows:

Entitled to Vote as a Class			
<u>Name of Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares</u>
Acquisition	100	Common Stock	100
Continuum	100	Common Stock	100

4. As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, and as to any class entitled to vote thereon as a class, the number of shares voted for and against the plan, respectively, are as follows:

Number of Shares			
<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Class of Shares</u>
Acquisition	100	0	Common Stock
Continuum	100	0	Common Stock

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed in its name and on its behalf by a duly authorized officer on this 7 day of August, 1995

LIFELINE HEALTH ACQUISITION CORPORATION

By: Thomas J. Olson, Ph.D.
Thomas J. Olson, Ph.D., President

CONTINUUM OF CARE FOR SENIORS, INC.

By: Diana L. Clough-Olson
Diana L. Clough-Olson, President

Exhibit A

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER is made and entered into as of January 1, 1995 by and among LIFELINE HEALTH, INC. ("Lifeline"), a Florida corporation, LIFELINE HEALTH ACQUISITION CORPORATION ("Acquisition"), a Florida corporation and a wholly-owned subsidiary of Lifeline, and CONTINUUM OF CARE FOR SENIORS, INC. ("Continuum"), a Florida corporation.

In consideration of the mutual promises contained in this Agreement, it is agreed that Continuum will be merged into Acquisition subject to the terms and conditions and in the manner set forth below, with the effect that after the merger (the "Merger"), Lifeline will continue as the sole shareholder of Acquisition.

ARTICLE I

Merger

At the Effective Time as defined in Article III hereof, Continuum will be merged into Acquisition, which will be the Surviving Corporation, in accordance with Section 607.1101 and other applicable provisions of the Florida Business Corporation Act. When the Merger becomes effective, the separate existence of Continuum will terminate, and all its properties, assets, rights, privileges, immunities, powers, purposes and franchises will be merged into the Surviving Corporation.

ARTICLE II

Terms and Conditions of the Merger

The terms and conditions of the Merger will be as follows:

2.1 Articles of Incorporation. From the Effective Time until subsequently amended, the Articles of Incorporation of Acquisition will continue as the Articles of Incorporation of the Surviving Corporation, and the Articles of Incorporation, separate and apart from this Agreement, may be certified as the Articles of Incorporation of the Surviving Corporation.

2.2 Bylaws. The Bylaws of Acquisition in effect at the Effective Time will continue in force and be the Bylaws of the Surviving Corporation, until altered, amended or repealed.

2.3 Directors. Beginning at the Effective Time, the directors of the Surviving Corporation, who will hold office in accordance with the Bylaws of the Surviving Corporation, will be the following people:

Diana L. Clough-Olson
Thomas J. Olson
Kevin Harwood

2.4 Officers. Beginning at the Effective Time, the officers of the Surviving Corporation, who will hold office at the pleasure of the Board of Directors of the Surviving Corporation, will be the following people:

President and Chief	
Operating Officer	Diana L. Clough-Olson
Vice President	Thomas J. Olson
Secretary, Treasurer	Kevin Harwood

2.5 Merger Price. At the Effective Time specified in Article III hereof, the holder of the outstanding voting common stock of Continuum immediately preceding the Effective Time will receive the payment described below for her shares (the "Merger Price").

2.6 Payment to Shareholder of Continuum. At the Effective Time, Acquisition will, and Lifeline will cause Acquisition to, deliver the Merger Price to the shareholder of Continuum, consisting of 12,000,000 shares of \$.001 par value Lifeline common stock.

ARTICLE III

Closing Date; Effective Time

Continuum will call a meeting of its shareholder at which she will vote on approval of the Merger as soon as practicable. Upon approval of the Merger by the votes of the holder of the outstanding shares of common stock of Continuum, the Closing shall be held in Largo, Florida or such other place as is mutually acceptable to the parties to this Agreement as soon thereafter as practicable (the "Closing Date"). At the Closing, the parties to this Agreement will take all actions as may be necessary to cause the filing of appropriate Articles of Merger (the "Articles") with the Secretary of State of the State of Florida on the Closing Date. The Merger will become effective for all purposes as of the first day of January 1995 (that time being the "Effective Time").

ARTICLE IV

General

4.1 Entire Agreement. This document contains the entire agreement among Lifeline, Acquisition, and Continuum; all prior negotiations, understandings and agreements between them are superseded by this Agreement; and there are no representations, warranties, understandings or agreements concerning the transaction which is subject to this Agreement other than those expressly set forth in this Agreement. All provisions of this Agreement will survive the Effective Time.

4.2 Headings. The article headings are for reference only, and do not affect the meaning or interpretation of this Agreement.

4.3 Assignment. Neither this Agreement nor any right of any party under it may be assigned, and any attempt at assignment hereof shall be void and of no effect whatsoever.

4.4 Notice. Any notice or other communication required or permitted to be given under this Agreement must be in writing and will be deemed effective when delivered in person, delivered by electronic or facsimile transmission, or on the third business day after the day when mailed by certified or registered mail, from within the United States of America, to the following addresses:

If to Continuum:

Diana L. Clough-Olson
c/o Continuum of Care for Seniors, Inc.
7235 Bryan Dairy Road
Largo, Florida 34647

If to Lifeline or Acquisition:

Thomas J. Olson, Ph.D, President
Lifeline Health, Inc.
7235 Bryan Dairy Road
Largo, Florida 34647

Copy to:

A. R. Neal, Esq.
Massari, Bell, Jacobs, Forlizzo & Neal
13577 Feather Sound Drive
Suite 300
Clearwater, Florida 34622

4.5 Governing Law. This Agreement Agreement will be governed by, and construed under, the laws of the State of Florida.

4.6 Amendment. Subject to applicable law, this Agreement may be amended or modified, whether before or after the approval of the Merger by the Continuum shareholder, by a document in writing signed by all of the parties thereto at any time prior to the Effective Time; provided, however, that after the date upon which such shareholders approve the Merger, no such amendment or modification shall reduce the amount or change the form of consideration to be paid to the Continuum shareholder pursuant hereto without her approval.

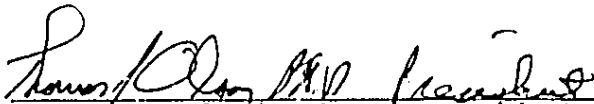
4.7 Counterparts. This Agreement may be executed in two or more counterparts, each of which will be deemed to be an original, but all of which together will constitute one and the same instrument.

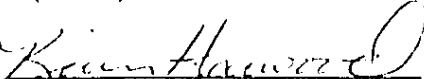
IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the day and year first above written.

LIFELINE HEALTH, INC.

(Seal)

By:


Thomas J. Olson, Ph.D., President

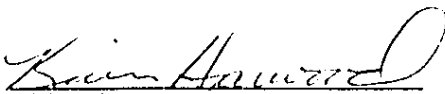

Attest

LIFELINE HEALTH ACQUISITION CORPORATION

(Seal)

By:

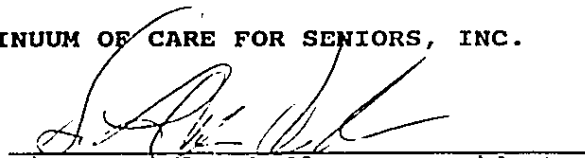

Diana L. Clough-Olson, President

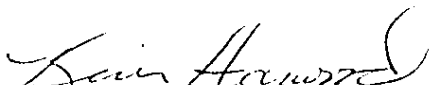

Attest

CONTINUUM OF CARE FOR SENIORS, INC.

(Seal)

By:


Diana L. Clough-Olson, President


Attest