



P950000 60190

HHCS HEALTH GROUP
CORPORATE OFFICE

633 E. COLONIAL DRIVE • ORLANDO, FLORIDA 32803
(407)898-4427 • 1-800-741-4427 • FAX (407)897-2108

July 27, 1995

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-08/03/95--01042--020
****122.50 ****122.50

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

Dear Sirs:

Enclosed please find an original and one copy of the Articles of Incorporation for SouthMed-Home Health Associates, Inc. and a check in the amount of \$122.50 (\$70.00 filing fee plus \$52.50 for a certified copy).

Please send the certified copy of the Articles of Incorporation to:

SouthMed- Home Health Associates, Inc.
633 E. Colonial Drive
Orlando, FL 32803

Thank you for your consideration and assistance.

Very truly yours,

SOUTHMED- HOME HEALTH ASSOCIATES, INC.

N. Lois Adams, C.Ph., M.B.A.
President/CEO

FILED
1995 AUG -3 PM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R CHESSEY AUG 4 1995

ARTICLES OF INCORPORATION
OF
SOUTHMED-HOME HEALTH ASSOCIATES, INC.

FILED
1995 AUG - 3 PM 10:29
TALLAHASSEE
SECRETARY OF STATE

ARTICLE I - NAME

The name of this corporation is SOUTHMED-HOME HEALTH ASSOCIATES, INC. and its principal place of business and mailing address is 633 East Colonial Drive, Orlando, Florida 32803.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the filing of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of voting common stock having a par value of \$.10 per share.

ARTICLE V - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this corporation is 201 S. Orange Avenue, Suite 900, Orlando, Florida 32801, and the name of the initial registered agent of this corporation at that address is CRAIG S. PEARLMAN.

ARTICLE VI - INCORPORATOR

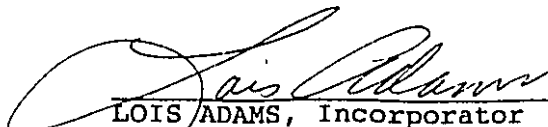
The name and address of the incorporator is:

Lois Adams
633 E. Colonial Drive
Orlando, FL 32803

ARTICLE VII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25th day of July, 1995.

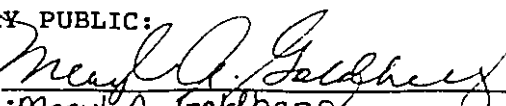

LOIS ADAMS, Incorporator

STATE OF FLORIDA

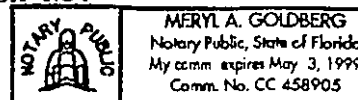
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 25th day of July, 1995, by LOIS ADAMS, who is personally known to me or who has produced _____ as identification and who did take an oath.

NOTARY PUBLIC:

Sign: 
Print: Meryl A. Goldberg
State of Florida at Large
My Commission Expires:

Commission No.



ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the registered agent for SOUTHMED-HOME HEALTH ASSOCIATES, INC. hereby accepts such appointment this 19th day of July, 1995, and states that he/she is familiar with, and accepts, the obligations provided for in Section 607.0505, Florida Statutes.



CRAIG S. PEARLMAN

FILED
1995 AUG -3 PM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA