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January 8, 1996

Corporate Records
Florida Department of State
P. O. Box 327
Tallahassee, FL 32314

Re: Articles of Incorporation - Jupiter Medical Homecare, Inc.

Dear Corporate Specialist:

Enclosed are two duplicate originals of the subject Articles of Incorporation. Upon filing, please return one certified duplicate original of the Articles to the undersigned. Please note that these Articles of Incorporation are to be effective as of January 10, 1995.

Our check in the amount of \$122.50 is enclosed as payment of the following fees:


Filing fees	\$ 35.00
Certified copy	52.50
Registered Agent Designation	<u>35.00</u>
	\$122.50

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****122.50 ****122.50

Your prompt attention to this matter will be greatly appreciated.

EFFECTIVE DATE
1-10-96

Sincerely yours,


Rosemary Luciano
Legal Assistant

Encls.

FILED
96 JAN -8 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN JAN 10 1996

EFFECTIVE DATE

1-10-96

FILED
96 JAN -8 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
JUPITER MEDICAL HOMECARE, INC.**

THE UNDERSIGNED, acting as the incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of this Corporation is JUPITER MEDICAL HOMECARE, INC.

**ARTICLE II
ADDRESS OF PRINCIPAL OFFICE**

The address of the Corporation's principal office (or mailing address) is: 4425 SW Shadd Street, Port St. Lucie, FL 34953.

**ARTICLE III
DURATION AND EFFECTIVE DATE**

The duration of this Corporation is perpetual, unless dissolved according to law.

The effective date of this incorporation shall be January 10, 1996.

**ARTICLE IV
PURPOSE**

The purpose of this Corporation is to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V **STOCK**

A. The Corporation shall have authority to issue 5,000 shares of Class A Preferred Stock at One Dollar (\$1.00) par value per share. Fully paid stock of this Corporation shall not be liable to any further call or assessment. Said Class A Preferred Stock shall be non-voting and shall have a priority over the Class A Common Stock to the extent of its paid in capital in the event of liquidation. The Class A Preferred Stock shall receive an annual non-cumulative dividend on the date determined by the Board of Directors as a rate equal to the prime rate plus 2% on the dividend date. Prime rate shall be the prime rate as established by the largest deposit bank in Martin County, Florida. The Corporation shall have the right at any time to redeem said stock at its paid in value plus accrued dividends to the date of redemption. The holders of said stock shall have a right to require redemption in the event the annual dividend is not paid or upon such other terms as the Corporation and Shareholders may agree.

B. The aggregate number of common shares which this Corporation shall have authority to issue is 10,000 shares of Class A Common voting stock at One Dollar (\$1.00) par value per share. Fully-paid stock of this Corporation shall not be liable to any further call or assessment.

C. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

ARTICLE VI **AMENDMENT**

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the common stock issued and outstanding, at a Shareholders meeting called for that purpose, provided that the terms and conditions of the Class A Preferred Stock shall not be changed without consent of a majority of owners of said Class A Preferred Stock.

ARTICLE VII
QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the Corporation's By-laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT

The street address of this Corporation's initial registered office in Florida is 2081 East Ocean Boulevard, Suite 2A, Stuart, Florida 34996, and the name of its initial registered agent at that address is John D. McKey, Jr.

ARTICLE IX
BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have at least three members initially. The number of directors may be increased or decreased by the Shareholders from time to time as provided in the By-laws of the Corporation.

ARTICLE X
INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

<u>Name</u>	<u>Street Address</u>
John D. McKey, Jr.	2081 East Ocean Boulevard, Suite 2A Stuart, FL 34996

ARTICLE XI
COMMON DIRECTOR - TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for that purpose without counting the votes or consents of such Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes approves or ratifies such contract or transactions.

ARTICLE XII
BY-LAWS

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of Shareholders at any meeting thereof.

ARTICLE XIII
EMERGENCY BY-LAWS

The Board of Directors of the corporation may adopt bylaws to be effective only in an "emergency". An emergency exists if a quorum of the corporation's directors cannot readily be assembled because of some catastrophic event. Emergency bylaws are subject to amendment or repeal by the shareholders as well as the directors.

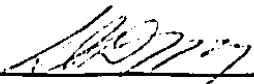
**ARTICLE XIV
SPECIAL PROVISIONS**

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, its Shareholders and Directors, are hereby adopted as a part of these Articles of Incorporation.

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all Directors for services to the Corporation as Directors, officers or otherwise.



John D. McKey, Jr., Incorporator

**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OF DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

96 FILED
JAN -8 PM 3:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

In pursuance of §§48.091(1) and 607.0501, Florida Statutes, the following is submitted in compliance thereof:

That JUPITER MEDICAL HOMECARE, INC., desiring to organize as a corporation under the laws of the State of Florida, with its initial registered office in Florida being in the County of Martin, at 2081 East Ocean Boulevard, Suite 2A, Stuart, Florida 34996 has named John D. McKey, Jr., located at that same address as its initial registered agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the initial registered office of the Corporation in this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the corporation open from 10:00 a.m. to noon each day, except Saturdays, Sundays and legal holidays, and to post therein a sign designating the name of the corporation and the name of its registered agent.

By: _____

John D. McKey, Jr.