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LAW OFFICES OF
GREIVIOR, JORDAN & BRANNON

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

300 Circle Drive
Lake City, Florida 32086
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January 11, 1996

WILLIAM B. BRANNON, JR.
ARNOLD GREIVIOR, CHARTERED
ROBERT F. JORDAN, P.A.
BOARD CERTIFIED CIVIL TRIAL LAWYER

FILED
96 JAN 17 PM 3:12

Ft. Lauderdale Office
100 S.E. 6th Street
Ft. Lauderdale, Florida 33301
(954) 523-2700
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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Incorporation of Care Bilt, Inc.

Dear Secretary:

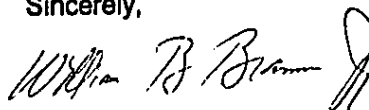
I am enclosing the following:

1. Original Articles of Incorporation of Care Bilt, Inc. and Acceptance of Registered Agent.
2. A copy of the Articles of Incorporation of Care Bilt, Inc. and Acceptance of Registered Agent.
3. Check payable to Secretary of State in the amount of \$122.50.

I ask that you please file the original Articles of Incorporation and Acceptance of Registered Agent. I ask that you then please certify the copy of the Articles and Acceptance and return the copy to the undersigned, William B. Brannon, Jr., 300 Circle Drive, Lake City, Florida 32055. For your convenience in returning the certified copy, I am enclosing a self-addressed prepaid postage envelope.

Thank you for your courtesies.

Sincerely,



William B. Brannon, Jr.
For the Firm

WBBjr.:dab
Enclosures
cc: Mr. Ralph Towner

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**ARTICLES OF INCORPORATION
OF
CARE BILT, INC.**

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following articles of incorporation.

ARTICLE I - NAME

The name of the corporation is Care Bilt, Inc.

ARTICLE II - CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE III- INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is Route 8, Box 739, Jefferson Drive, Lake City, Florida 32055.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is 1,000 shares of common stock, having a par value of \$1.00 per share, fully paid and non-assessable.

Authorized capital stock may be paid for in cash, services, or property, at a just value, but not less than par value, to be fixed by the Board of Directors of this corporation.

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is, Route 8, Box 739, Jefferson Drive, Lake City, Florida 32055. The initial registered agent of the corporation at such office is Ralph P. Towner.

ARTICLE VI - DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time

to time as provided in the By-Laws, but shall never be less than one (1).

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The names and addresses of the members of the initial Board of Directors are:

Name	Address
Ralph P. Towner	Route 8, Box 739 Jefferson Drive Lake City, Florida 32055
Marie E. Towner	Route 8, Box 739 Jefferson Drive Lake City, Florida 32055

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

Name	Address
Ralph P. Towner	Route 8, Box 739 Jefferson Drive Lake City, Florida 32055

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10 day of January, 1996.

Ralph P. Towner (SEAL)
Ralph P. Towner
Incorporator

STATE OF FLORIDA
COUNTY OF COLUMBIA

The foregoing Articles of Incorporation were acknowledged before me by Ralph P. Towner. Ralph P. Towner presented Florida driver's license # T560-735-45-170-0 as identification.

(NOTARIAL
SEAL)



DEBORAH BRANNON
MY COMMISSION # CC450529 EXPIRES
July 23, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

Deborah Brannon
Deborah Brannon, Notary Public
State of Florida

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Ralph P. Towner, being designated in the attached Articles of Incorporation of Care Bilt, Inc. as registered agent, heroby accepts the appointment of registered agent.

Ralph P. Towner states that he is familiar with, and accepts, the obligations of the position of registered agent.

This acceptance is filed pursuant to section 607.0501(3), Florida Statutes.

Dated: January 10, 1996.

Ralph P. Towner
Ralph P. Towner

FILED
JUN 17 1996
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