

P96000010173

January 26, 1996

Division of Corporations  
Secretary of State  
State of Florida  
Post Office Box 6327  
Tallahassee, FL. 32314

1000001700451  
-01229296--01072--002  
\*\*\*122.50 \*\*\*122.50

EFFECTIVE DATE  
1-26-96

RE: Articles of Incorporation, PHYSICIANS ELDER CARE CORPORATION

Dear Sir:

In accordance with my understanding of the requirements to charter the above referenced corporation in the state of Florida, I submit the following enclosed documents:

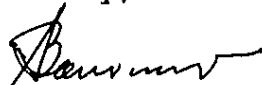
1. Articles of Incorporation of PHYSICIANS ELDER CARE CORPORATION

2. A check drawn in the amount of \$122.50, payable to the Secretary of State. This amount is intended to meet the fees required as follows:

a.) Filing Fee	\$ 35.00
b.) Designation of Registered Agent	35.00
c.) Certified Copy of Articles	52.50
Total	<u>\$122.50</u>

I trust you will find the enclosed to be in order. Thank you for your prompt attention to this matter. If additional information is required, please contact me.

Respectfully,

  
Azael P. Borromeo, Incorporator  
PHYSICIANS ELDER CARE CORPORATION  
514 N. Venturi Avenue  
Crystal River, FL 34429

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RECEIVED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
55 JAN 29 PM 1:11

ARTICLES OF INCORPORATION  
OF  
PHYSICIANS ELDER CARE CORPORATION

FILED  
SECRETARY OF STATE  
CORPORATIONS  
55 JAN 29 PM 1:11

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

Article I  
NAME

EFFECTIVE DATE  
1-26-96

Section 1.1. Name. The name of the corporation is PHYSICIANS ELDER CARE CORPORATION

Article II  
DURATION

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within ten days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III  
PURPOSES

Section 3.1. Purposes. This corporation is organized for the purpose of transacting any lawful act or activity for which corporations may be organized under the laws of the State of Florida. The general nature of the business to be transacted by this corporation is: to serve in the practice of medicine for nursing homes and home health care, and related activities. To promote medical, surgical, and scientific research and knowledge; to furnish related laboratory and clinical services; and to own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of such professional services.

Article IV  
CAPITAL STOCK

Section 4.1. Authorized Capital. The maximum number of shares of stock which 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.

Section 4.2. Restrictions on Transfer of Stock. Shareholders must first offer shares to the corporation or other existing shareholders prior to offering shares to other prospective purchasers.

Section 4.3. Approval of Shareholders Required for Merger. The approval of a majority of the shareholders of this corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

Section 4.4. Preemptive Rights. Shareholders shall have no preemptive rights.

Section 4.5. Cumulative Voting. Cumulative voting shall not be permitted.

Article V  
INITIAL REGISTERED OFFICE, PRINCIPAL OFFICE AND AGENT

Section 5.1. Office. The registered office and the principal office of the corporation in Florida shall be the same. The physical address of this office shall initially be 514 N. Venturi Avenue, Crystal River, FL 34429.

Section 5.2. Name. The name of the corporation's initial Registered Agent is Azael P. Borromeo, M.D.

Article VI  
THE BOARD OF DIRECTORS

Section 6.1. Number. This corporation shall have one director initially. The number of directors may be increased or decreased from time to time, determined by a majority vote of the directors then in office, but shall never be less than one.

Section 6.2. Initial Directors. The name and street address of the member of the first Board of Directors of the corporation is:

<u>Name</u>	<u>Street Address</u>
Azael P. Borromeo, M.D.	514 N. Venturi Avenue Crystal River, FL 34429

Article VII  
INDEMNIFICATION

Section 7.1. Indemnification. To the full extent permitted by the laws of the State of Florida, the corporation shall have the power to indemnify any past or present director, officer or employee who has been made or who is threatened to be made a party to, witness in, or participant in any civil or criminal law suit or any administrative, arbitratve, legislative or investigative proceedings by reason of the fact that the person is a director, officer or employee of the corporation.

Article VIII  
BYLAWS

Section 8.1. Bylaws. The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

Article IX  
INCORPORATOR

Section 9.1. Name and address. The name and street address of the incorporator of this corporation is:

Name  
Azael P. Borromeo, M.D.

Street Address  
514 N. Venturi Avenue  
Crystal River, FL 34429

Article X  
AMENDMENT

Section 10.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

WITNESS the hands and seals of the subscriber this 26<sup>th</sup> day of January, 1996.

  
\_\_\_\_\_  
Azael P. Borromeo, M.D.

STATE OF FLORIDA }  
                          } SS  
COUNTY OF CITRUS }

The following instrument was acknowledged before me, an office duly authorized to administer oaths and take acknowledgments, personally appeared Azael P. Borromeo, M.D., known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: personally known to me and that an oath (~~was~~) (was not) taken.

Witness my hand and official seal in the County and State last aforesaid this 26 day of January, 1996.

M. J. Tringali  
\_\_\_\_\_  
Notary Signature

MICHAEL J. TRINGALI  
\_\_\_\_\_  
Printed Notary Signature

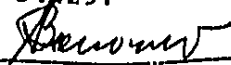


MICHAEL J. TRINGALI  
COMMISSION # CC 411388  
EXPIRES NOV 8, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC.


CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Florida Statute 48.091, 607.34, the following is  
submitted:

PHYSICIANS ELDER CARE CORPORATION, desiring to organize or qualify  
under the laws of the State of Florida hereby designates Azael P.  
Borromeo, M.D. as registered agent to accept services of process within  
the State of Florida and the address of its registered office shall be  
514 N. Venturi Avenue, Crystal River, FL 34429.

  
\_\_\_\_\_  
Azael P. Borromeo, M.D.  
Dated: January 26, 1996

Having been named to accept services of process for the above stated  
corporation, at the place designated in this certificate, I hereby  
agree to act in this capacity, and I further agree to comply with the  
provisions of all statutes relative to the proper and complete  
performance of my duties.

  
\_\_\_\_\_  
Azael P. Borromeo, M.D.  
Dated: January 26, 1996

FILED  
SECRETARY OF STATE  
CORPORATIONS  
95 JAN 29 PM 1:11