



# THE COMPANY CORPORATION

Three Christina Centre • 201 N. Walnut Street • Wilmington, Delaware 19801 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

## P960000023342

February 26, 1996

Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

100001749291  
-09/19/96--01000--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Bay Area Home Care, Inc.  
P3424079BAPER

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for Bay Area Home Care, Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact me directly at 1-302-575-0440, ext.7003, with questions regarding the enclosed application.

Sincerely,

Bonnie J. Bennett  
Corporate Service Representative

enc.

Pat GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Cty Spelling  
DATE 3/15/96  
DOC. EXAM. SAB

SAB  
3/15/96

ARTICLES OF INCORPORATION  
OF  
Bay Area Home Care, Inc.

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

FIRST: The name of the corporation shall be Bay Area Home Care, Inc.

SECOND: The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee FL 32303-6643, County of Leon. The name of the registered agent located at said address is Larry Wolfe.

THIRD: The principal address of the corporation is 7925 Palmer Blvd., Sarasota FL 34240.

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FIFTH: The total authorized stock of this corporation is divided into 100,000,000 shares of no par value.

SIXTH: The number of directors constituting the initial board of directors is three, and the name(s) and address(es) who will serve as directors until the first annual meeting of shareholders or until their successors are as follows:

Roaldo A. Percoco 7925 Palmer Blvd., Sarasota FL 34240

Elizabeth A. Percoco 7925 Palmer Blvd., Sarasota FL 34240

Federico U. Gardini 4942 Lake Charles Dr. N., St. Petersburg FL 33709

SEVENTH: The duration of the corporation is perpetual.

EIGHT: This is Close Corporation.

NINTH: The name(s) and address(es) of the persons who are to act as incorporator(s) are as follows:

Bonnie J. Bennett c/o The Company Corporation  
Three Christina Centre, 201 N. Walnut St., Wilmington DE 19801

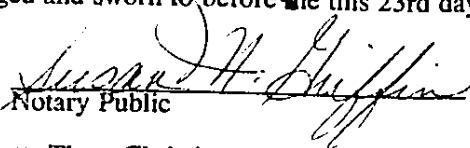
We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 23rd day of February, 1996.

State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 23rd day of February, 1996 by Bonnie J. Bennett.

SUSAN M. GRIFFIN  
NOTARY PUBLIC-DELAWARE  
Appointed October 6, 1994  
Term 2 Years

  
Notary Public

This document was prepared by Bonnie J. Bennett, Three Christina Centre, 201 N. Walnut Street, Wilmington DE 19801 (302) 575-0440

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICLE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS  
MAY BE SERVED.**

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this Bay Area Home Care, Inc. desiring to  
organize under the laws of the state of Florida with its principal place of business located in  
the city of Salasota, State of Florida, has named Larry Wolfe  
located at 200 - A John Knox Road, Tallahassee FL 32303-6643 as its agent for service of  
process within Florida.

Having been named to accept service 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.

  
Larry Wolfe

2-23-96  
Date