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Thomas A. Shaffer  
Attorney At Law  
8001 Executive Drive  
Suite 200-B  
Clearwater, Florida 34622

March 12, 1996

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

Dear Sirs:

Please find enclosed the original articles of incorporation for Superior Home Care of Florida, Inc., who's name has been previously reserved. Also, please find enclosed, a check in the amount of \$122.50 for the certified articles.

Thank you for your assistance.

Very truly yours,

Thomas A. Shaffer

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DIVISION OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 19, 1996

THOMAS A SHAFFER ESQUIRE  
3001 EXEC DR STE 200-S  
CLEARWATER, FL 34622

SUBJECT: SUPERIOR HOME CARE OF FLORIDA, INC.  
Ref. Number: W96000005919

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TALLAHASSEE, FLORIDA

We have received your document for SUPERIOR HOME CARE OF FLORIDA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 296A00012504

*Received and Certificate of  
Designation of Registered agent  
enclosed.* (TAS)

ARTICLES OF INCORPORATION  
OF  
SUPERIOR HOME CARE OF FLORIDA, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above corporation, a corporation organized and existing under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:  
Superior Home Care of Florida, Inc.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be:

8998 Seminole Boulevard  
Seminole, Florida 34642

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to

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be improved, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property or assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money from its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without the state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its article of incorporation or with the laws of the state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its

subsets;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014;

#### ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue be total sum of 7500 shares, having an individual par value of \$1.00

Unless otherwise stated in these articles, or in an amendment to these articles. There shall be only one (1) class of stock of this corporation.

#### ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

Joyce M. Gersky  
4390 Ewing Circle  
Port Charlotte, Florida 33948

#### ARTICLE VII

The initial board of Directors shall consist of a total of 3 person(s) and the name and address of the person(s) who are to serve as the initial director(s) are:

Patricia A. Tierney  
364 12th Avenue North  
Indian Rocks Beach, Florida 34635

Michael G. Kuzdak  
1499 54th Avenue North  
St. Petersburg, Florida 33703

Linda M. Zupanic  
3033 Karen Avenue  
Largo, Florida 34644

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

Thomas A. Shaffer  
3001 Executive Drive  
Suite 200-S  
Clearwater, Florida 34622

The undersigned has executed these Articles of Incorporation this 12th day of March, 1996

  
Incorporator

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First that: Superior Home Care of Florida, Inc.

desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation has named Joyce M. Gersky located at 4390 Ewing Circle, Port Charlotte, County of CHARLOTTE.

State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY DO ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Joyce M. Gersky  
Registered Agent

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