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Stephen L. Skipper



Attorney at Law

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March 26, 1996

Department of State  
Division of Corporations  
Initial Filing - Not For Profit  
P.O. Box 6327  
Tallahassee, FL 32314

900001761018  
-03/28/96--01055--003  
\*\*\*122.50 \*\*\*122.50

Gentlemen:

I am enclosing proposed Articles of Incorporation for filing. Also enclosed is an additional copy of the Articles which I would appreciate your certifying and returning to me.

Please find our check in the amount of \$122.50 to cover the following items:

Filing Fee . . . . .	\$35.00
Certified Copy . . . . .	\$52.50
Registered Agent Filing Fee . . . . .	<u>\$35.00</u>
 Total . . . . .	 \$122.50

Please contact me if anything further is required to complete this filing. Also, please send all correspondence to my attention at the above address.

Sincerely,

Stephen L. Skipper

SLS/jcs

FILED  
96 MAR 28 AM 11:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8243  
4/3/96

ARTICLES OF INCORPORATION  
OF  
MID FLORIDA HOME CARE, INC.

FILED  
96 MAR 28 AM 11:08  
TALLAHASSEE, FLORIDA

The undersigned Incorporator, being a person competent to contract, subscribes to these Articles of Incorporation to form a Corporation for profit under the laws of the state of Florida.

*ARTICLE I - Name*

The name of the corporation is Mid Florida Home Care, Inc.

*ARTICLE II - Principal Office*

The principal office, and mailing address of the corporation is 7485 Conroy Windermere Road, Orlando, FL 32835.

*ARTICLE III - Capital Stock*

The maximum number of shares of stock that the corporation is authorized to issue is 100 shares of common stock having par value of one (\$1.00) dollar per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

*ARTICLE IV - Initial Registered Office and Agent*

The street address of the initial registered office of this corporation is 7485 Conroy Windermere Road, Orlando, FL 32835, and the name of the initial registered agent of this corporation is Imelda E. Harris.

*ARTICLE V - Incorporator*

The name and street address of the Incorporator of the corporation is:

Name  
Imelda E. Harris

Address  
7485 Conroy Windermere Road  
Orlando, FL 32835

*ARTICLE VI - Directors*

The business of the corporation shall be managed by the shareholders of the corporation rather than by a Board of Directors. A shareholders agreement eliminating the board of directors and authorizing the exercise of corporate powers by a managing shareholder has been entered into by all of the shareholders at the time the agreement is made known to the corporation.

*ARTICLE VII - General Purpose*

The purpose for which the corporation has been formed is: To engage in and transact any and all lawful business permitted under the laws of the State of Florida and of the United States.

*ARTICLE VIII - Term of Existence*

The corporation shall commence its corporate existence on the date these Articles of Incorporation are filed with the Department of State, and shall have perpetual existence thereafter unless dissolved according to law.

*ARTICLE IX - Amendment to Articles*

These Articles of incorporation may be amended in such manner as provided in the By-Laws of the corporation.

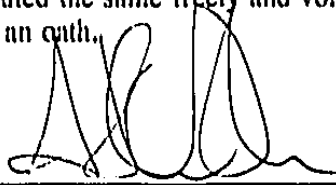
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this the 25 day of March, 1996.

Imelda Harris  
Imelda E. Harris

STATE OF FLORIDA  
COUNTY OF ORANGE

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgements, this the 25 day of March, 1996, personally appeared Imelda E. Harris as Incorporator for Mid Florida Home Care, Inc., who is personally known to me or who produced a drivers license as identification, who executed the foregoing Articles of Incorporation, and acknowledged before me that he

executed the same freely and voluntarily for the purposes therein stated, and who did take an oath.



Notary Public

My Certificate Number is:

My Commission Expires:



STEPHEN L. SKIPPER  
MY COMMISSION # CC365506 EXPIRES  
March 27, 1990  
BONDED THRU TROY FAH INSURANCE, INC

**ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT**

I, Imelda E. Harris, certify that I am an individual resident in this state and that my business office is identical with the registered office of the corporation which is 7485 Conroy Windermere Road, Orlando, FL 32835.

I hereby accept the appointment to serve as the initial registered agent of Mid Florida Home Care, Inc. As registered agent, I agree to accept service of process on behalf of Mid Florida Home Care, Inc.; to keep the registered office open during the prescribed hours; and to post my name in some conspicuous place in the Registered Office as required by law.

I also accept the obligations provided for in Sections 607.0505, Florida Statutes (concerning the production of corporate documents pursuant to subpoena).

Dated this the 25<sup>th</sup> day of March, 1996.

Imelda Harris  
Imelda E. Harris

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA