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BATSEL, MCKINLEY, ITTERSAGEN, GUNDERSON & BERNISSON, P.A.

ATTORNEYS AT LAW

1061 PLACIDA ROAD, SUITE 204
ENGLEWOOD, FLORIDA 32233
(941) 474-7713
TELEFAX (941) 474-0276

10401 MURDOCK CIRCLE
PORT CHARLOTTE, FLORIDA 33948
(941) 627-1000
TELEFAX (941) 255-0684

C. GUY BATSEL
MICHAEL R. MCKINLEY
SCOTT D. ITTERSAGEN
MIRO P. GUNDERSON
ROBERT H. BERNISSON
ROBERT F. KOCH

Reply to

Englewood

April 10, 1996

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*****90.00 *****90.00

Secretary of State
The Capitol
Tallahassee, Florida 32304

Re: AMERIBEST HOME HEALTH CARE, INC.

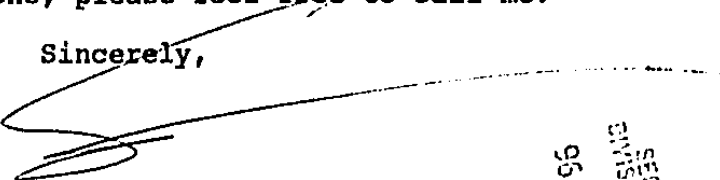
To Whom It May Concern:

Enclosed please find original and executed copy of the Articles of Incorporation of the above-referenced corporation, Designation of Registered Agent and Registered Office and a check in the sum of \$90.00 for the filing fee and Registered Agent Designation and for the services of CIS.

I would appreciate you returning to this office the Certificate of Incorporation, a copy of the Articles and receipt as soon as possible.

If you have any questions, please feel free to call me.

Sincerely,


Scott D. Ittersagen

SDI/bu
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 12 PM 12:50

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ARTICLES OF INCORPORATION
OF

AMERIBEST HOME HEALTH CARE, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE 1. - NAME AND ADDRESS

The name of this corporation is AMERIBEST HOME HEALTH CARE, INC., a Florida corporation, and the principal office is located at 4168 Perch Circle, Port Charlotte, Florida 33948.

ARTICLE 2. - DURATION OF CORPORATION EXISTENCE

This corporation shall exist perpetually.

ARTICLE 3. - PURPOSES

The general purposes for which this corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes, as the same now exists or as it may hereafter be changed.

ARTICLE 4. - CAPITAL STOCK

The aggregate number of shares of stock this corporation is authorized to have outstanding at any time is 7,500 shares of common stock having a par value of \$1.00 per share. There shall be no other type or class of stock.

ARTICLE 5. - ADDRESS AND RESIDENT AGENT

The street address of the initial registered office of this corporation shall be c/o Batsel, McKinley, Ittersagen, Gunderson & Berntsson, P.A., 1861 Placida Road, Suite 204, Englewood, Florida 34223. The name of the initial registered agent at such address is Scott D. Ittersagen.

ARTICLE 6. - DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders, but shall never be less than two nor more than five.

ARTICLE 7. - INITIAL DIRECTORS

The names and post office addresses of the initial directors are: Liny Verzosa, 4168 Perch Circle, Port Charlotte, Florida 33948, Aurora Estepa, 4168 Perch Circle, Port Charlotte, Florida 33948 and Dwight Richardson, 4168 Perch Circle, Port Charlotte, Florida 33948.

ARTICLE 8. - INCORPORATORS

The name and post office address of the incorporator of this corporation is: Liny Verzosa, 4168 Perch Circle, Port Charlotte, Florida 33948.

ARTICLE 9. - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned have hereunto subscribed their names and affixed their seals this 8 day of April, 1996.

Witnesses:

Patricia A. Lynn
J.P. De

Liny Verzosa
Liny Verzosa

STATE OF FLORIDA
COUNTY OF CHARLOTTE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Liny Verzosa, who is personally known to me or gave FLORIDA DRIVER'S LICENSE #1022-521-10-95 as identification and who did/did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Port Charlotte, said County and State, this 8th day of April, 1996.

Heather D. Burns
Notary Public
My commission expires:



HEATHER D. BURNS
MY COMMISSION # CC460003 EXPIRES
May 7, 1999
BONDED THRU TROY FAH INSURANCE, INC

FILED
SECRETARY OF STATE
CORPORATIONS
96 APR 12 PM 12:50


CERTIFICATE DESIGNATING A REGISTERED AGENT AND REGISTERED OFFICE
FOR THE SERVICE OF PROCESS

In compliance with Section 48.091, Florida Statutes, the following is submitted:

AMERIDEST HOME HEALTH CARE, INC., a Florida corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at Englewood, County of Charlotte, State of Florida, has designated SCOTT D. ITTERSAGEN, whose street address is 1861 Placida Road, Suite 204, Englewood, Florida 34223, as its agent to accept service of process within this state.

ACCEPTANCE

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.



Registered Agent

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