

HOME HEALTH SHOPPE, INC.
Post Office Box 52852
Jacksonville, Florida 32201-2852
Telephone: (904) 355-1831
Fax: (904) 355-1832

96 APR 30 AM 9:38
FILED
TALLAHASSEE, FLORIDA

P960000 37770
April 25, 1996

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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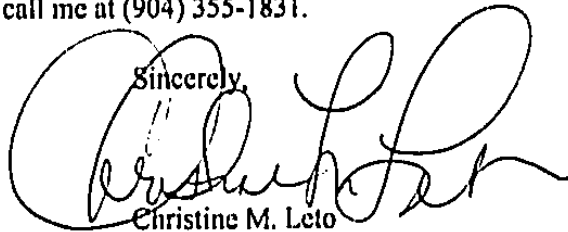
Dear Sir or Madam:

Enclosed is our check #568 for \$122.50 that represents payment to incorporate Home Health Shoppe, Inc. Also, enclosed are the Articles of Incorporation. Please forward documents back to:

Christine M. Leto
Home Health Shoppe, Inc.
Post Office Box 52852
Jacksonville, Florida 32201-2852

If you have any questions, please call me at (904) 355-1831.

Sincerely,



Christine M. Leto

F. CHESSEY MAY 2 1996

ARTICLES OF INCORPORATION
OF
HOME HEALTH SHOPPE, INC.

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ARTICLE I - NAME

The name of this Corporation is Home Health Shoppe, Inc.

ARTICLE II - ADDRESS

The address of the principal office of this Corporation is 3226-4 Lakeshore Boulevard, Jacksonville, Florida 32210 and the mailing address of this Corporation is Post Office Box 52852, Jacksonville, Florida 32201-2852.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of common stock, all of which shall be of the par value of \$.01 cents per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 50 North Laura Street, Suite 2850, Jacksonville, Florida 32202 and the name of its initial registered agent at such address is J. Frank Surface.

ARTICLE V - INITIAL BOARD OF DIRECTORS

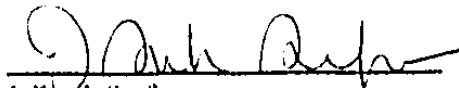
The number of Directors constituting the initial Board of Directors of this Corporation shall be 1 and the name and address of each person who is to serve as a member thereof is:

J. Frank Surface

ARTICLE VI- INCORPORATOR

The name and address of the incorporator is J. Frank Surface, 50 N. Laura Street, Suite 2850,
Jacksonville, Florida 32202.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 25th day of April, 1996.

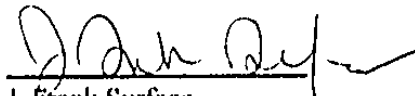


J. Frank Surface
Incorporator

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

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

That Home Health Shoppes, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named J. Frank Surface, located at 50 N. Laura Street, Suite 2850, Jacksonville, Florida 32202, City of Jacksonville, State of Florida, as its agent to accept service of process within Florida.

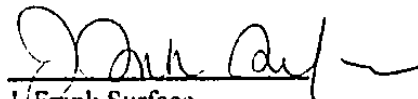


J. Frank Surface
Incorporator

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Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, J. Frank Surface hereby agrees to act in this capacity, and J. Frank Surface further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his/her duties.



J. Frank Surface

April 25, 1996
Date