

P96 00004/834

DEVITO AND COLLEN, P.A.
ATTORNEYS AT LAW
6000 CENTRAL AVENUE - SUITE A
ST. PETERSBURG, FLORIDA 33707
Address

City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

RECORDED 17500 1 4 83
-04/23/83-01050-001
444122 50 444122 50

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 95 MAY 16 AM 9:39
FILED

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

W96-9075

LAL MAY 10 1989

Examiner's Initials	
---------------------	--



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 29, 1996

DEVITO AND COLEN, P.A.
6830 CENTRAL AVE., SUITE A
ST. PETERSBURG, FL 33707

SUBJECT: ALWAYS CARE, INC.
Ref. Number: W96000009075

We have received your document for ALWAYS CARE, 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 entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 996A00020257

**ARTICLES OF INCORPORATION
OF
ALWAYSCARE FACILITIES, INC.**

FILED
96 MAY 16 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporators of a corporation under the Florida General Corporation Act, adopt the following ARTICLES OF INCORPORATION for such corporation:

ARTICLE I. NAME

The name of this corporation is **ALWAYSCARE FACILITIES, INC.**

ARTICLE II. DURATION

The period of its duration is perpetual.

ARTICLE III. PURPOSE

This Corporation is organized to engage in any activity or business permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to issue 500 shares of stock.

ARTICLE V. INITIAL STREET ADDRESS

The initial street address of the principal office of this Corporation is 640 79th Circle South, St. Petersburg, FL 33707.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The number of directors constituting its initial board of directors is one, whose name and address are:

GERALD R. COLEN
640 79th Circle South
St. Petersburg, FL 33707

ARTICLE VII. INCORPORATORS

The name and address of the incorporators are:

GERALD R. COLEN
640 79th Circle South
St. Petersburg, FL 33707

ARTICLE VIII. AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these **ARTICLES OF INCORPORATION**, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX. REGISTERED AGENT AND ADDRESS

The name of the registered agent and the street address of the registered office are as follows:

GERALD R. COLEN
6830 Central Ave., Suite A
St. Petersburg, FL 33707

ARTICLE X. POWERS

This Corporation shall have the power to do any and all things necessary, suitable, convenient or proper for the accomplishment of any of the purposes of the attainment of any of the objects relative to the operation and maintenance of a business. In addition, this Corporation shall have all the powers set forth in Chapter 607.011, Florida Statutes (1984), and as amended thereafter.

ARTICLE XI. 1244 ELECTION

The capital stock issued by the Corporation shall be issued in accordance with the requirements of Section 1244 of the Internal Revenue Code, so as to have it qualify as Section 1244 stock, and the Corporation shall adopt appropriate resolutions to accomplish this purpose.

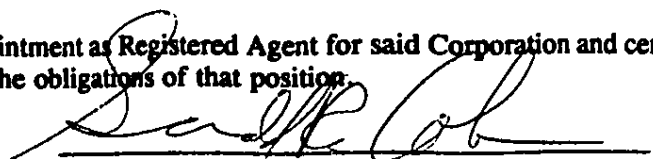
IN WITNESS WHEREOF, the undersigned Incorporators have executed these ARTICLES OF INCORPORATION, this 8TH day of May, 1996.


INCORPORATOR

FILED
96 MAY 16 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the appointment as Registered Agent for said Corporation and certify that I am familiar with and accept the obligations of that position.


REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared GERALD R. COLEN, who is personally known to me and who, being by me first duly sworn, deposes and says that he is the person who subscribed the above and foregoing ARTICLES OF INCORPORATION for the purposes therein expressed.

SWORN TO and subscribed before me this 8TH day of May, 1996.

Robin L. Woods
NOTARY PUBLIC

My Commission Expires:

