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DORAN, WALTERS, ROST, SELTER & WOLFE

ATTORNEYS

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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DAYTONA BEACH, FLORIDA 32110

PLEASE REPLY TO:
POST OFFICE BOX 15110
DAYTONA BEACH, FLORIDA 32110
(904) 250-1111
FAX (904) 250-4000

OF COUNSEL
DAVID B. BLAUGHER
*MEMBER OF FLORIDA BAR

August 13, 1996

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

300001924543
-08/16/96--01069--012
****122.50 ****122.50

RE: AmeriLifeCare Corp.

Gentlemen:


Enclosed herewith are the original and one copy of the Articles of Incorporation for the above-referenced corporation.

Also, enclosed is our client's check in the amount of \$122.50 to cover the cost of the Filing Fee, Certified Copy of Charter and Registered Agent Fee.

Please return to us a certified copy of the Articles of Incorporation in the enclosed envelope.

Thank you for your cooperation in this matter.

Very truly yours,



Scott R. Rost

SRR/at
Encls.

FILED
95 AUG 16 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8.20.96
KR

ARTICLES OF INCORPORATION
OF
AMERILIFECARE CORP.

FILED
25 AUG 16 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be AmeriLifeCare Corp.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 20 million shares of common voting capital stock with a par value of one cent (\$0.01) per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the

Articles Of Incorporation Of AmeriLifeCare Corp.

capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be two. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are: Donald A. Haas, One John Anderson Drive, Unit 709, Ormond Beach, Florida 32176 and Budd S. Schwartz, 57 Hills Lane, Westport, CT 06880.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

Articles Of Incorporation Of AmeriLifeCare Corp.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 444 Seabreeze Blvd., Suite 800, Daytona Beach, FL 32118.

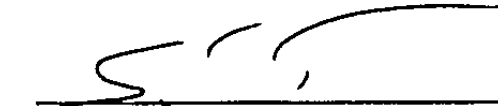
The name of the individual who shall serve as this corporation's initial registered agent at that address is: Scott R. Rost.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: Scott R. Rost, 444 Seabreeze Blvd., Suite 800, Daytona Beach, FL 32118.

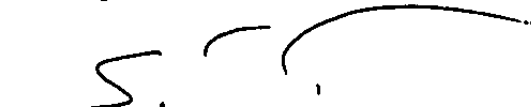
ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



Scott R. Rost - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of AmeriLifeCare Corp. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for AmeriLifeCare Corp.



Scott R. Rost - Registered Agent

State Of Florida
County Of Volusia

On 2/13/96, Scott R. Rost, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me,

Articles Of Incorporation Of AmeriLifeCare Corp.

or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of AmeriLifeCare Corp.

SURANNA D. SWISHER

Notary Public

SURANNA D. SWISHER

(Notary Public - Printed Or Typed Name)



SURANNA D SWISHER
My Commission CC479146
Expires Jul. 10, 1999
Issued by ANJ
800-062-0670

Commission Expiration Date & Commission Number:

(SEAL)

FILED
96 AUG 16 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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