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**TODD WATSON**  
ATTORNEY AT LAW

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August 27, 1996

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

800001934628  
-08/28/96--01069--009  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Benchmark Home Health Network, Inc.

Dear Sir:

Enclosed are the original Articles of Incorporation for the above referenced corporation. Also enclosed is our check in the amount of \$122.50 which represents the \$35.00 filing fee, \$52.50 fee for the certified copy of the Articles of Incorporation and \$35.00 for the registered agent fee.

Please file the Articles of Incorporation, certify and return the copy. Please contact our office if you should have any questions concerning this matter.

Sincerely,



Ginger Cassada  
Legal Assistant

Enclosure  
/gc

FILED  
96 AUG 20 AM 9:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**

**OF**

**BENCHMARK HOME HEALTH NETWORK, INC.**

FILED  
AUG 28 AM 9:43  
CLERK OF COURT  
TALLAHASSEE, FLORIDA

The Undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

**ARTICLE 1.0 NAME AND ADDRESS**

The name of the Corporation is: Benchmark Home Health Network, Inc. The principal office and mailing address is 4040 Woodcock Drive, Suite 232, Jacksonville, Florida, 32207.

**ARTICLE 2.0 DURATION**

The duration of the Corporation is perpetual.

**ARTICLE 3.0 PURPOSE**

The general purpose for which the Corporation is organized is to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

**ARTICLE 4.0 SHARES**

The aggregate number of shares which the corporation is authorized to issue is Ten Thousand (10,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$.01/100 per share.

#### ARTICLE 5.0 INITIAL REGISTERED OFFICE AND AGENT

The street and mailing address of the initial registered office of the Corporation is 7785 Baymeadows Way, Suite 107, Jacksonville, Florida, 32202, and the name of the initial registered agent at that address is Todd Watson, Attorney at Law.

#### ARTICLE 6.0 DIRECTORS

The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The names and addresses of the initial Directors of the Corporation are as follows:

Christopher H. Uhland	4040 Woodcock Drive, Suite 232 Jacksonville, Florida 32207
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Edwin T. Nelson	4040 Woodcock Drive, Suite 232 Jacksonville, Florida 32207
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#### ARTICLE 7.0 THE NAME AND ADDRESS OF EACH INCORPORATOR

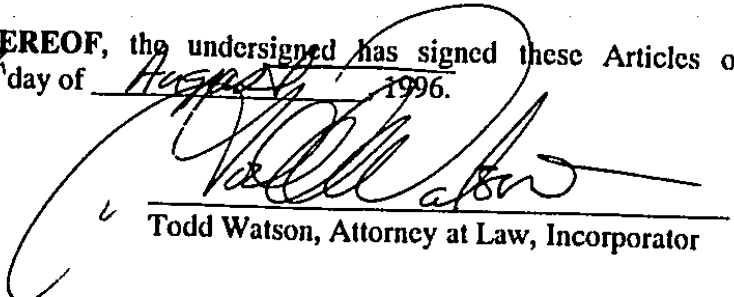
The names and addresses of the Incorporators are as follows:

Todd Watson, Attorney at Law	7785 Baymeadows Way Jacksonville, Florida 32256
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#### ARTICLE 8.0 AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 27<sup>th</sup> day of August, 1996.

  
Todd Watson, Attorney at Law, Incorporator

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 27th day of August, 1996, by Todd Watson, Attorney at Law, on behalf of the Corporation. He is personally know to me or has produced personally known as identification.

Alice V Cassada

Signature of Notary Public

Alice V Cassada

Printed Name of Notary

Notary's Seal:



ALICE V CASSADA  
My Commission 00271700  
Expires Mar. 24, 1997

**ACCEPTANCE BY DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Todd Watson  
Todd Watson, Attorney at Law,  
Registered Agent

Date: August 27th, 1996

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA