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TARASKA, GROWER & KITCHAM, P.A.
ATTORNEYS AT LAW

1000 NORTH ORANGE AVENUE, SUITE 1000
PORT ORFORD BOX 50000006 SEP 19 PM 3:16
ORLANDO, FLORIDA 32858-0000
TELEPHONE (407) 420-0545
FAX (407) 420-7104

DEPT. OF STATE
TALLAHASSEE, FLORIDA

CHARLES G. BRONKHORST
ERIC R. BIRD
MASON H. GROWER, III
WALTER A. KITCHAM, JR.
HUNTER A. MOORE
A. NORTON NORTON
LAURA R. ROTHENFORD
MICHAEL G. SIBONI
JOSEPH M. TARASKA

50 SOUTHDALE PIKE AVENUE
ORLANDO, FLORIDA 32837
TELEPHONE (407) 920-7441
FAX (407) 920-7745
PLEASE REPLY TO ORLANDO OFFICE

G. FRANKLIN BISHOP, III
DAVID H. BISHOP
T. LEE BODIE
GREGORY A. FENNELL
IAN D. FORMYSTER
DAVID W. HENRY
JACK HENNING HOLT, III
BENJAMIN W. NICHOLS
GREGORY W. STONER
PATRICK H. THOMAS
LOUI A. WILHELM

September 11, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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09/19/96--01067--008
***131.25 ***131.25

Re: Vitacare of Tampa Bay, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the proposed Articles of Incorporation for Vitacare of Tampa Bay, Inc., and a check in the amount of \$131.25 in order to pay the filing fee for the corporation and obtain a certified copy and certificate.

Please remit the copies to the address above.

Very truly yours,

Mason H. Grower

Mason H. Grower, III

Signed in Mr. Grower's
absence to avoid delay
in mailing.

MHG/JEH/mw
encl.

9/19/96

**ARTICLES OF INCORPORATION
OF
VITACARE OF TAMPA BAY, INC.**

FILED
96 SEP 19 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation shall be **VITACARE OF TAMPA BAY, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

1315 South Orange Avenue
Orlando, Florida 32806

ARTICLE III - SHARES

The number of shares of stock this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares which shall be designated common stock at a par value of One Dollar (\$1.00).

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent of the corporation shall be:

Mason H. Grower, III
390 North Orange Avenue
Suite 1900
Orlando, Florida 32801

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Mason H. Grower, III
390 North Orange Avenue
Suite 1900
Orlando, Florida 32801

ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. This corporation shall have one (1) director initially. This number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

B. The name and address of the initial director and officer of this corporation is as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
JEROLD J. FADEM, SR.	1315 South Orange Avenue Orlando, Florida 32806	President/ Secretary/ Treasurer/ Director

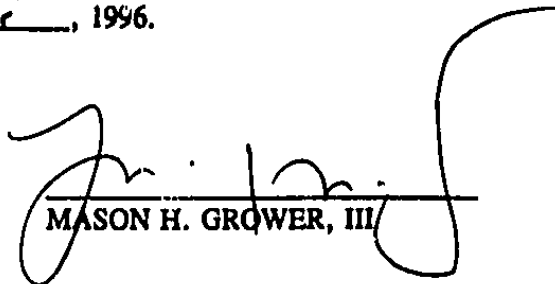
ARTICLE VII - BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE VIII - AMENDMENT

The 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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13th day of September, 1996.


MASON H. GROWER, III

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority, personally appeared MASON H. GROWER, III, known to me to be the individual described in and who executed the foregoing

Articles of Incorporation, and he acknowledged that he subscribed the said instrument for the uses and purposes set forth therein. The subscriber is personally known to me or was identified by me as follows: N/A. He did (did not) take an oath prior to executing this instrument.

WITNESS my hand and official seal in the County and State last aforesaid this 13th day of September, 1996.

Janie M. Lerew
Notary Public Janie M. Lerew
My Commission Expires:



Janie M. Lerew
MY COMMISSION # CC502742 EXPIRES
December 3, 1999
BONDED THROUGH TROY FAIN INSURANCE, INC.

FILED

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CERTIFICATE OF DESIGNATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: VITACARE OF TAMPA BAY, INC.
2. The name and address of the registered agent and office is:

MASON H. GROWER, ESQUIRE
TARASKA, GROWER & KETCHAM, P.A.
390 South Orange Avenue, Suite 1900
P.O. Box 538065
Orlando, Florida 32853-8065

Date: Sept. 13, 1996


MASON H. GROWER, III

ACCEPTANCE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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.

Date: Sept. 13, 1996


MASON H. GROWER, III