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September 12, 1996

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

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-03/10796--01067--015
***192.50 ***192.50

Re: Hospicare, Inc.

Dear Sir or Madam:

Enclosed please find an original and two copies of the Articles of Incorporation and an original and duplicate of the Acceptance of Registered Agent for the above referenced corporation. Also enclosed is a check in the amount of \$192.50 which represents the following:

Receiving, filing and indexing Articles of Incorporation	\$ 70.00
2 certified copies of Articles of Incorporation	105.00
2 original Certificates of Good Standing	<u>17.50</u>
Total	\$192.50

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The original is to be filed in your office and the copies certified and returned to this office, along with the original Certificates of Good Standing, using the enclosed stamped, self-addressed envelope.

Please telephone me if there is any reason why the Articles will not be filed immediately.

Sincerely,

Robert A. Kramer
Robert A. Kramer, P.A.

RAK/sm
Enclosures

9/19

**ARTICLES OF INCORPORATION
OF
HOSPICARE, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article I. Name. The name of the Corporation shall be:

HOSPICARE, INC. ("Corporation").

Article II. Principal Office. The initial principal place of business and mailing address of this Corporation shall be: 125 West Romana Street, Suite 400, Pensacola, Florida 32501.

Article III. Capital Stock. The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock, having a par value of \$1.00 per share.


Article IV. Address of Registered Office and Name of Registered Agent. The street address of the initial registered office of this Corporation in the State of Florida is 125 West Romana Street, Suite 400, Pensacola, Florida 32501, and the name of the initial registered agent of the Corporation at that address shall be Scott J. Bell.

Article V. Incorporator. The name and street address of the person signing the Articles of Incorporation is:

Scott J. Bell
125 W. Romana Street, Suite 400
Pensacola, Florida 32501

Article VI. Term of Existence. The Corporation shall have perpetual existence.

The undersigned Incorporator has executed these Article of Incorporation this 17th day of September, 1996.




Scott J. Bell, Sole Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

THE UNDERSIGNED, HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR HOSPICARE, INC., A FLORIDA CORPORATION, (THE "CORPORATION"), IN THE FOREGOING ARTICLES OF INCORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION OF THE CORPORATION, HEREBY ACCEPTS THE APPOINTMENT AS SUCH REGISTERED AGENT, ON BEHALF OF THE CORPORATION, AND ACKNOWLEDGES THAT HE IS FAMILIAR WITH, AND AGREES TO ACCEPT THE OBLIGATIONS AND RESPONSIBILITIES IMPOSED UPON REGISTERED AGENTS FOR THE CORPORATION AND FURTHER AGREES TO COMPLY WITH ALL THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES AND TO ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

Dated: 9/11/96



Scott J. Bell

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TALLAHASSEE FLORIDA