

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607

800-342-8086



PRESENCE TALL  
TELEPHONE & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 103335 7110150

AUTHORIZATION :

*Patricia Pappas*

COST LIMIT : \$ 70.00

ORDER DATE : September 30, 1996

ORDER TIME : 8:24 AM

ORDER NO. : 103335

700001960807

CUSTOMER NO: 7110150

CUSTOMER: Ms. Pauline Giannetti  
NATIONAL HEALTHNET

1900 Corporate Boulevard, N.w.  
Suite 400w  
Boca Raton, FL 33431

DOMESTIC FILING

NAME: TRANSITIONAL CARE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

FILED  
96 OCT -1 PM 2:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 OCT -1 AM 10:07  
DIVISION OF CORPORATION

*10/1-96  
KR*

ARTICLES OF INCORPORATION  
OF  
TRANSITIONAL CARE, INC.

FILED  
96 OCT -1 PM 2:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

TRANSITIONAL CARE, INC.

The address of the principal office of this corporation shall be 1900 Corporate Boulevard Northwest, Suite 400 West, Boca Raton, Florida 33431, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

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

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on October 1, 1996.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper  
It's Agent, Deborah D. Skipper

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper  
It's Agent, Deborah D. Skipper

DGS

FILED  
96 OCT -1 PM 2:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P960000 81180

1201 HAYS STREET  
TALLAHASSEE, FL 32301-3607  
904-222-9171  
904-222-0383 FAX  
800-342-8086



ACCOUNT NO. : 072100000032  
REFERENCE : 193537 7110150  
AUTHORIZATION : Patricia Pysjts  
COST LIMIT : \$ 35.00

ORDER DATE : December 18, 1996  
ORDER TIME : 12:02 PM  
ORDER NO. : 193537-005  
CUSTOMER NO: 7110150 700002035367--1  
CUSTOMER: Mr. James Patrick  
National Healthnet  
1900 Corporate Boulevard, N.w.  
Suite 400w  
Boca Raton, FL 33431

DOMESTIC AMENDMENT FILING

NAME: TRANSITIONAL CARE, INC.

EFFECTIVE DATE: DECEMBER 12, 1996

XX ARTICLES OF AMENDMENT  
     RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

     CERTIFIED COPY  
XX PLAIN STAMPED COPY  
     CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JUAN E. JONES  
EXAMINER'S INITIALS: \_\_\_\_\_

*Handwritten signatures and date:*  
1/2/97

FILED  
96 DEC 20 PM 4:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
RECEIVED  
96 DEC 20 PM 1:18  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 23, 1996

CSC NETWORKS  
JUAN JONES  
TALLAHASSEE, FL

SUBJECT: TRANSITIONAL CARE, INC.  
Ref. Number: P96000081180

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for TRANSITIONAL CARE, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The date of adoption of each amendment must be included in the document.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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) 487-6906.

Darlene Connell  
Corporate Specialist

Letter Number: 996A00056911

RECEIVED  
97 JAN -2 AM 10:40  
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
TRANSITIONAL CARE, INC.

FILED  
96 DEC 20 PM 4:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I of the Articles of Incorporation of TRANSITIONAL CARE, INC. shall be amended to read as follows:

ARTICLE I. NAME

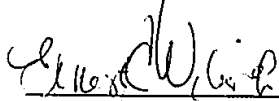
The name of the corporation shall be:

COMPREHENSIVE DELIVERY SYSTEMS, INC.

All other paragraphs and articles of the Articles of Incorporation shall remain unchanged.

The foregoing amendment was adopted on November 11, 1996, by the shareholders of the Corporation, and the number of votes cast for the amendment was sufficient for approval.

The foregoing amendment was adopted on the 11th day of November, 1996.

  
By: Ernest C. Wilcock  
Its: President