

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Villages Home-town
Healthcare, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Filitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS _____		

96 OCT -3 AM 11:09
 RECEIVED
 TALLAHASSEE, FLORIDA

96 OCT -3 AM 9:47
 RECEIVED
 DIVISION OF CORPORATION

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
 DATE _____
 TIME _____ CK No. _____
 BY _____

WALK-IN Will Pick Up _____
 10/3 1200

APB 10/3

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
VILLAGES HOMETOWN HEALTHCARE, INC.

FILED
96 OCT -3 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is VILLAGES HOMETOWN HEALTHCARE, INC.

ARTICLE II. PRINCIPAL OFFICE OR MAILING
ADDRESS OF CORPORATION

The principal office and mailing address of this corporation is: 1100 Main Street, Lady Lake, Florida 32159.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One hundred (100) shares of voting common stock all of one class, having a nominal or par value of ONE DOLLAR (\$1.00) per share, and five thousand (5,000) share of non-voting common stock all of one class, having a nominal or par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1100 Main Street, Lady Lake, Florida 32159, and the

name of the initial registered agent of this corporation at that address is R. Dewey Burnsed.

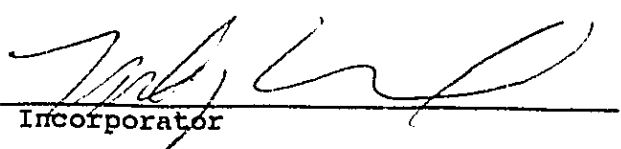
ARTICLE V. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is R. Dewey Burnsed, 1100 Main Street, Lady Lake, Florida 32159.

ARTICLE VI. AMENDMENT

This 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 2 day of October, 1996.


Incorporator

ACCEPTANCE BY REGISTERED AGENT:

I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.


Name: R. Dewey Burnsed

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 2
day of October, 1996, by R. Dewey Burnsed, Incorporator, who did
not take an oath.

Jeanie M. Sharpe
NOTARY PUBLIC-STATE OF FLORIDA
(Signature of Notary)



Jeanie M. Sharpe
Typed name of Notary)

CC421145
(Commission Number)

Personally known ✓ or
Produced Identification _____

Type of Identification
Produced: _____

McLin Burnsed Morrison
Johnson Newman & Roy PROFESSIONAL
ASSOCIATION
ATTORNEYS AT LAW

R. Dewey Burnsed
Christopher V. Carlyle
Stephen W. Johnson
Walter S. McLin, III
G. Michael Mahoney
Fred A. Morrison
Richard P. Newman
John R. Reid, Jr.
Steven M. Roy
Kevin A. Sentner
Phillip S. Smith

P960000 81769

October 4, 1996

Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

700001970947
-10/10/96--01082--001
*****87.50 *****87.50

Re: Certificate of Amendment to Articles of Incorporation
of VILLAGES HOMETOWN HEALTHCARE, INC.

Gentlemen:

Find enclosed our firm's check in the amount of \$87.50, to cover the following fees of your office.

Filing Fee	\$35.00
Certified Copy of Amendment	52.50

We enclose executed original and one copy of the Certificate of Amendment to Articles of Incorporation. Please endorse your approval on the copy, certify the same and return it to us.

Thank you for your attention to this matter.

Sincerely,

Kevin A. Sentner

Kevin A. Sentner

KAS/jms
encs
j/corpform/amend.ltr

Name change

LFT

10-15-96

FILED
96 OCT 10 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

96 OCT 10 PM 3:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
VILLAGES HOMETOWN HEALTHCARE, INC.

PURSUANT to the provisions of Section 607.181 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

WHEREAS, VILLAGES HOMETOWN HEALTHCARE, INC., a corporation organized and existing under the laws of the State of Florida, under certificate filed in the office of the Secretary of State on October 3, 1996, it is hereby certified as follows:

By written action effective the 4th day of October, 1996, the Board of Directors and Shareholders of the corporation adopted the following resolution:

RESOLVED, that the Certificate of Incorporation of VILLAGES HOMETOWN HEALTHCARE, INC., be amended so as to change the name of the corporation to "THE VILLAGES HOMETOWN HEALTHCARE, INC.," and that Article I shall be amended to read:

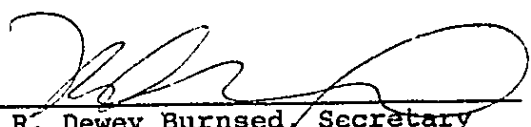
"The name of this corporation shall be THE VILLAGES HOMETOWN HEALTHCARE, INC."

IN WITNESS WHEREOF, the undersigned Secretary of this corporation have executed these Articles this 7 day of October, 1996.

VILLAGES HOMETOWN HEALTHCARE, INC.

(CORPORATE SEAL)

By:


R. Dewey Burnsed, Secretary

STATE OF FLORIDA

COUNTY OF LAKE

BEFORE ME, the undersigned authority, personally appeared R. Dewey Burnsed, know to me to be the Secretary of Villages Hometown Healthcare, Inc., and he acknowledged that he executed the foregoing Articles of Amendment for the uses and purposes therein expressed.

WITNESS my hand and seal this 7 day of October, 1996.

Jeanie M. Sharpe
Notary Public

(S E A L)

Jeanie M. Sharpe
Print Name of Notary



CC421145
Commission Number