

1201 HAYS STREET

TALLAHASSEE, FL 32301-2607

800-342-8086

904-241-1771

904-241-0393 FAX

P96000088251



PRESIDENTIAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 132839 5012441

AUTHORIZATION

COST LIMIT : \$ 70.00

Patricia Pizant

ORDER DATE : October 25, 1996

ORDER TIME : 10:59 AM

ORDER NO. : 132839-005

CUSTOMER NO: 5012441

400001986174--5

CUSTOMER: Ms. Melinda Lampkin
COLUMBIA/HCA HEALTHCARE
CORPORATION
1 Park Plaza
P.O. Box 550
Nashville, TN 37202-0550

DOMESTIC FILING

NAME: COLUMBIA HOMECARE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
OCT 25 PM 1:53
TALLAHASSEE, FL 32301

RECORDED
56 OCT 25 PM 11:45
TALLAHASSEE, FL 32301

10-25-96
FR

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
COLUMBIA HOMECARE, INC.

FILED
CLERK OF CIRCUIT COURT
JAN 11 1984
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name that satisfies the requirements of Section 607.0401 is:
COLUMBIA HOMECARE, INC.

SECOND: The address of the principal office, and mailing address is:
One Park Plaza, Nashville, Tennessee 37203

THIRD: The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock at One Dollar (\$1.00) par value.

FOURTH: The street address of the initial registered office of the Corporation is: C/O The Prentice-Hall Corporation System, Inc., 1201 Hays Street, Tallahassee, Florida 32301; and the name of its initial registered agent at such address is: The Prentice-Hall Corporation System, Inc.

FIFTH: The number of directors constituting the initial Board of Directors of the Corporation is three (3), and the names and address of the persons who are to serve as directors until the first annual meeting to shareholders or until their successors are elected and shall qualify are:

Stephen T. Braun	One Park Plaza Nashville, TN 37203
------------------	---------------------------------------

Kenneth C. Donahey	One Park Plaza Nashville, TN 37203
--------------------	---------------------------------------

Rosalyn S. Elton	One Park Plaza Nashville, TN 37203
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Page Two
Articles of Incorporation
COLUMBIA HOMECARE, INC.

SIXTH: The name and address of the incorporator is:

Melinda S. Lampkin One Park Plaza
Nashville, TN 37203

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION
THIS 24TH DAY OF OCTOBER, 1996.

INCORPORATOR:

By: Melinda S. Lampkin
Melinda S. Lampkin

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501
(3) F.S.: THE PRENTICE-HALL CORPORATION SYSTEM, INC. IS FAMILIAR WITH AND
ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

DATED: October 25, 1996

By: Karen B. Rozar
Karen B. Rozar, As Agent

FILED
OCT 25 1996
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
NASHVILLE, TENNESSEE

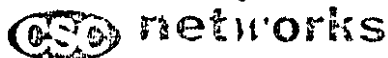
1201 HAYS STREET

TALLAHASSEE, FL 32309

904-222-1111

904-222-4031

P9600088251



ACCOUNT NO. : 072100000032

REFERENCE : 200772 5012441

AUTHORIZATION : *Patricia Pruitt*

COST LIMIT : \$ ~~70.00~~ 35.00

FILED
36 DEC 24 PM 1:18
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ORDER DATE : December 24, 1996

ORDER TIME : 10:50 AM

ORDER NO. : 200772-005

000002087668--9

CUSTOMER NO: 5012441

CUSTOMER: Ms. Melinda Lampkin
Columbia/hca Healthcare
1 Park Plaza
P.O. Box 550
Nashville, TN 37202-0550

DOMESTIC AMENDMENT FILING

W96-26930

NAME: COLUMBIA HOMECARE, INC.

EFFECTIVE DATE:

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: Daniel W Leggett

EXAMINER'S INITIALS: _____

Name Change
1/18/97
DC



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 24, 1996

CSC Networks

SUBJECT: COLUMBIA HOMECARE, INC.
Ref. Number: P96000088251

RECEIVED
JAN -8 11:11:31
DIV OF CORPORATIONS

We have received your document for COLUMBIA HOMECARE, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Since the amendment was adopted by the directors, it must be signed by a director.

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) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 496A00057144

RESUBMIT
Please give original
submission date as file date.

STATE OF FLORIDA
AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
COLUMBIA HOMECARE, INC.

FILED
96 DEC 24 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

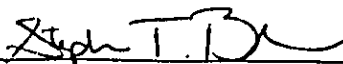
THE UNDERSIGNED, ACTING AS ASSISTANT SECRETARY OF THE CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, ADOPTS THE FOLLOWING AMENDMENT TO THE ARTICLES OF INCORPORATION:

1. The Articles of Incorporation of **COLUMBIA HOMECARE, INC.** were filed with the Secretary of State of the State of Florida on 10/25/96 pursuant to the Florida General Corporation Act.
2. The name of the corporation is being amended to read as follows:

 **"FIRST: The name that satisfies the requirements of Section 607.0401 is:
 COLUMBIA HOMECARE OF TAMPA BAY, INC. "**
3. Attached is a Certificate by the Secretary of the Corporation certifying that the Board of Directors, by unanimous consent dated December 13, 1996, approved the filing of the Amendment of the Articles of Incorporation. Shareholder approval was not required.

THE UNDERSIGNED HAS EXECUTED THIS AMENDMENT TO ARTICLES OF INCORPORATION THIS 7TH DAY OF JANUARY, 1996.

By: _____


Stephen T. Braun
Senior Vice President and Assistant Secretary

**UNANIMOUS CONSENT
OF THE BOARD OF DIRECTORS
OF
COLUMBIA HOMECARE, INC.**

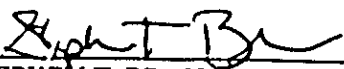
The undersigned, being the Board of Directors of **COLUMBIA HOMECARE, INC.** (the "Corporation"), do hereby unanimously consent to the adoption of the following resolution:

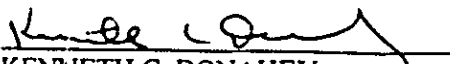
RESOLVED, that Article "1" of the Corporation's Articles of Incorporation be, and it hereby is, amended and shall read in its entirety as follows:

"FIRST: The name that satisfies the requirements of Section 607.0401 is: **COLUMBIA HOMECARE OF TAMPA BAY, INC."**

FURTHER RESOLVED, that the proper officers of the Corporation be and they hereby are authorized to execute, in the name and on behalf of the Corporation, and file with the Secretary of State of Florida, Amendment To the Articles of Incorporation and to do any and all things as may be necessary to effect such amendment.

Dated this 13th day of December, 1996.


STEPHEN T. BRAUN, Director


KENNETH C. DONAHEY, Director


ROSALYN S. ELTON, Director

CERTIFICATE

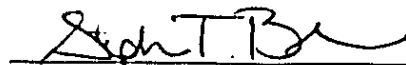
I, **STEVEN T. BRAUN**, the duly elected and qualified Assistant Secretary of **COLUMBIA HOMECARE, INC.** (the "Corporation"), do hereby certify that by unanimous written consent of the Board of Directors dated December 13, 1996, the following resolutions were unanimously adopted:

RESOLVED, that Article "1" of the Corporation's Articles of Incorporation be, and it hereby is, amended and shall read in its entirety as follows:

"FIRST: The name that satisfies the requirements of Section 607.0401 is:
COLUMBIA HOMECARE OF TAMPA, BAY, INC."

FURTHER RESOLVED, that the proper officers of the Corporation be and they hereby are authorized to execute, in the name and on behalf of the Corporation, and file with the Secretary of State of Florida, Amendment To the Articles of Incorporation and to do any and all things as may be necessary to effect such amendment.

I further certify that the above resolutions have not been modified, revoked or rescinded and are in full force and effect this 7th day of January, 1997.



STEPHEN T. BRAUN
ASSISTANT SECRETARY