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PRESIDENTIAL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 150314 6471A

AUTHORIZATION : *Patricia Pujoty*

COST LIMIT : \$ 122.50

FILED  
95 NOV 12 PM 3:58  
TALLAHASSEE, FLORIDA

ORDER DATE : November 11, 1996

ORDER TIME : 9:18 AM

ORDER NO. : 150314-005

CUSTOMER NO: 6471A

700002001467--9

CUSTOMER: James B. Bogner, Esq  
MATEER & HARBERT, P.A.

P. O. Box 2854

Orlando, FL 32802-2854

DOMESTIC FILING

NAME: CARELINK MANAGEMENT, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

SPOKE TO KAREN  
WANTS TO FILE FNC  
AT THIS TIME

95 NOV 12 PM 3:58  
TALLAHASSEE, FLORIDA

MC 11-12-96



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morthum  
Secretary of State

July 29, 1996

CSC NETWORKS

The name CARELINK MANAGEMENT, L.C. has been reserved for 120 days beginning July 29, 1996. The reservation number is R96000003611 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Judy Eure

Letter number: 896A00036265

ARTICLES OF INCORPORATION  
OF  
CARELINK MANAGEMENT, INC.

FILED  
95 NOV 12 PM 3:58  
TALLAHASSEE  
FLORIDA

ARTICLE I

The name of this Corporation is CareLink Management, Inc.

ARTICLE II

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 1,000,000 shares of common stock. Each of such shares shall have a par value of \$.01 per share.

ARTICLE IV

The street address of the place of business of the Corporation is 9400 Turkey Lake Road, Orlando, Florida 32819. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is 225 East Robinson Street, Suite 600, Orlando, Florida 32801, and the name of the Corporation's initial registered agent to receive service of process is James B. Bogner.

ARTICLE V

The number of Directors constituting the initial Board of Directors is four (4). The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws.

The names and addresses of the Directors are:

<u>Name</u>	<u>Address</u>
Robert B. Harrell	1414 Kuhl Avenue Orlando, FL 32806
John W. Hillenmeyer	1414 Kuhl Avenue Orlando, FL 32806
Edward W. Cowley	1414 Kuhl Avenue Orlando, FL 32806
Garry J. Singleton	9400 Turkey Lake Road Orlando, FL 32819

ARTICLE VI

The name and address of the subscriber is Garry J. Singleton, 9400 Turkey Lake Road, Orlando, Florida 32819.

ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of

certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

DATED: November 7, 1996.

Garry J. Singleton  
Garry J. Singleton

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on November 7, 1996, by Garry J. Singleton. He is personally known to me or has produced \_\_\_\_\_ (type of identification) as identification and did (did not) take an oath.

Michelle J. Hage  
Name: Michelle J. Hage  
(Print Name)

(AFFIX NOTARY SEAL)

Notary Public - State of Florida

My Commission Expires:



MICHELLE J. HAGE  
OFFICIAL SEAL  
My Comm. Expires 05-27-97  
BONDED THROUGH  
ALAN INSURANCE SERVICES  
CC 290409

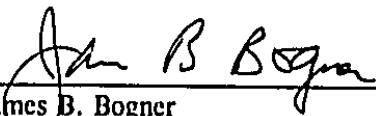
CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING THE AGENT UPON  
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That CareLink Management, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at Orange County, State of Florida, has named James B. Bogner as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
James B. Bogner  
(Registered Agent)

FILED  
96 NOV 12 PM 3:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA