

P96000/00487

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 _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
96 DEC 12 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL DEC 12 1996

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY APP _____

WALK-IN
Will Pick Up 12/12/96

RE: Care Plus Home
Health, Inc.

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™		
<input checked="" 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"/> (1) Off. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input checked="" type="checkbox"/> Dissolution/Withdrawal		
<input checked="" type="checkbox"/> C U S - 9		
<input type="checkbox"/> Fictitious 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 _____

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, 10% per Annum.

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 15, 1996

CAPITAL CONNECTION
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

The name CARE PLUS HOME HEALTH SERVICES, INC. has been reserved for 120 days beginning October 15, 1996. The reservation number is R96000004949 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

Ruth Leonard

Letter number: 496A00047257

ARTICLES OF INCORPORATION
OF
CARE PLUS HOME HEALTH, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, acting as incorporator of the Corporation pursuant to Chapter 607, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is CARE PLUS HOME HEALTH, INC. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at the following address:

3322 Manatee Avenue West
Bradenton, FL 34205

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with the Florida Secretary of State.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue one thousand (1,000) shares of one cent (\$0.01)

par value common stock, which shall be designated "Common Shares".

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

HOMISCO INCORPORATION, INC.
222 Lakeview Avenue, Suite 800
West Palm Beach, Florida 33401

ARTICLE IX - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Paul Garlick, 3322 Manatee Avenue West, Bradenton, FL 34205.

ARTICLE X - INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation but shall never be

less than one (1). The names and addresses of the initial directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Paul Garlick, President	3322 Manatee Avenue West Bradenton, FL 34205
Kathryn Garlick, Sec./Treas.	3322 Manatee Avenue West Bradenton, FL 34205

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4th day of December, 1996.

CARE PLUS HOME HEALTH, INC.

By: Paul Garlick
Paul Garlick
Its: President

**CERTIFICATE OF DESIGNATION -
REGISTERED AGENT/REGISTERED OFFICE
AND ACCEPTANCE**

Pursuant to the requirements of the laws of Florida, CARE PLUS HOME HEALTH, INC. hereby designates its registered agent and registered office:

Name of Corporation:

CARE PLUS HOME HEALTH, INC.

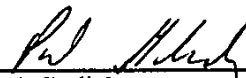
Name and Address of Registered Agent:

**HOMISCO INCORPORATION, INC.
222 Lakeview Avenue, Suite 800
West Palm Beach, FL 33401-6112**

Office of Corporation:

**3322 Manatee Avenue West
Bradenton, FL 34205**

Signature of Corporate Officer:


Name: Paul Garlick
Title: President

Date: December 4, 19 96

Having been named as Registered Agent, and to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar

with and accept the obligations of my position as Registered Agent.

HOMISCO INCORPORATION, INC.

By:


James B. Soble

Its:

Vice President

Date:

12/11, 1996

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TALLAHASSEE, FLORIDA