

P97000001982

December 27, 1996

Department of State, Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-01/03/97--01113--002
*****70.00 *****70.00

Re: COLONIAL HEALTHCARE MANAGEMENT GROUP, INC.

Ladies and Gentlemen:

Please find enclosed for filing one original and one copy of the Articles of Incorporation of Colonial HealthCare Management Group, Inc. Also enclosed is a check in the amount of \$70.00 as the appropriate filing fee.

Please return the copy, stamped to show the date of filing, to the undersigned.

Sincerely,

Henry M. Harlow

Henry M. Harlow
2974 Chantilly Ave, Winter Park, FL 32789-1107

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FILED
97 JAN -2 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

COLONIAL HEALTHCARE MANAGEMENT GROUP, INC.

ARTICLE I

The name of the Corporation is Colonial HealthCare Management Group, Inc.

ARTICLE II

The principal place of business and mailing address of this corporation shall be 2974 Chantilly Ave, Winter Park, FL 32789-1107.

ARTICLE III

The aggregate number of shares which the Corporation has authority to issue is 1,000 shares of common stock with no par value.

ARTICLE IV

The address of the initial registered office of the Corporation is 2974 Chantilly Ave, Winter Park, Florida 32789-1107, and the name of the Corporation's initial registered agent for service of process at such address is Henry M. Harlow.

ARTICLE V

The name and address of the incorporator to these Articles of Incorporation is:
Henry M. Harlow, 2974 Chantilly Ave, Winter Park, FL 32789-1107.

IN WITNESS WHEREOF, I have hereunto set my hand this 28th day of
December, 1996.

Henry M. Harlow
Henry M. Harlow
2974 Chantilly Ave, Winter Park, FL 32789-1107

FILED

97 JAN -2 AM 8:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
97 JAN -2 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Colonial HealthCare Management Group, Inc.
2. The name of the registered agent and office is:

Henry M. Harlow
2974 Chantilly Ave, Winter Park, Florida 32789-1107

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.

SIGNATURE Henry M. Harlow
DATE 12/28/96