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April 16, 1997

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

FILED  
APR 18 AM 9:00  
TALLAHASSEE, FLORIDA

RE: Panama Home Care, Inc.

300002147593--1  
-04/18/97--01044--002  
\*\*\*\*122.50 \*\*\*\*122.50

Gentle persons:

Enclosed are original and one copy of Articles of Incorporation of Panama Home Care, Inc., along with this firm's check in the amount of \$122.50 which represents \$35.00 for the filing fee, \$52.50 for the certified copy, and \$35.00 for the Registered Agent Designation.

Please file the Articles of Incorporation and return the certified copy of same to this office.

Thank you for your courtesies.

Sincerely yours,

  
John E. Norris

JEN:dac  
Enclosures  
cc w/encls.: Mr. Carl L. Allison

F. CHEN APR 21 1997

**ARTICLES OF INCORPORATION OF  
PANAMA HOME CARE, INC.**

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit under the Florida General Corporation Act.

**ARTICLE I. NAME**

The name of the corporation is PANAMA HOME CARE, INC.

**ARTICLE II. DURATION**

The duration of this corporation is perpetual.

**ARTICLE III. PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE IV. CAPITAL STOCK**

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 7,500 shares of common stock with a par value of \$1.00 per share.

**ARTICLE V. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock or treasury stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI. INITIAL REGISTERED OFFICE  
AND INITIAL REGISTERED AGENT**

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TALLAHASSEE, FLORIDA

such registered office and such registered agent from time to time, as provided by law.

#### ARTICLE VII. PRINCIPAL OFFICE

The street address of the principal office of the corporation is 7302 N. Main, Jacksonville, Florida 32208, and the mailing address of the principal office of the corporation is P. O. Drawer 2349, Lake City, Florida 32056-2349.

#### ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of four (4) members, such members to hold office until their successors have been duly elected and qualified. The names and street addresses of the initial directors are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Bill Napier	7302 N. Main Jacksonville, Florida 32208
Mary Ann Napier	7302 N. Main Jacksonville, Florida 32208
Carl L. Allison	2669 U.S. 90 West Lake City, Florida 32055
Joan Allison	2669 U.S. 90 West Lake City, Florida 32055

#### ARTICLE IX. INCORPORATOR

The name and street address of the incorporator making these Articles of Incorporation is:

<u>NAME</u>	<u>STREET ADDRESS</u>
John E. Norris	201 N. Marion Street, Suite 301 Lake City, Florida 32055

#### ARTICLE X. TRANSFER OF SHARES

The shareholders may, by agreement, impose any reasonable restraint on transfer or alienation of the shares of stock of this

this corporation shall be vested in the Board of Directors; provided, however, that By-Laws adopted by the Board of Directors may be altered, amended or repealed by the shareholders entitled to vote thereon. New By-Laws may be adopted, altered, amended, or repealed by a vote of the shareholders, and the shareholders may prescribe in any By-Law made by them that such By-Law shall not be altered, amended, or repealed by the Board of Directors. The By-Laws may contain any provisions for the regulation and management of the affairs of this corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE XII. AMENDMENT OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

  
JOHN E. NORRIS  
Incorporator

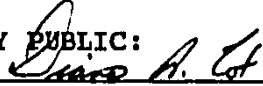
STATE OF FLORIDA  
COUNTY OF COLUMBIA

The foregoing instrument was acknowledged before me this 16th day of April, 1997, by JOHN E. NORRIS, who is personally known to me.

NOTARY PUBLIC:

Sign

Print

  
Diane A. Cox

State of Florida at Large (Seal)  
My Commission Expires:

OFFICIAL NOTARY SEAL  
DIANE A COX

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

First, that PANAMA HOME CARE, INC., desiring to organize under the laws of the State of Florida, with its principal office, as directed in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named JOHN E. NORRIS, whose address is 201 N. Marion Street, Suite 301, Lake City, Florida 32055, as its Agent to accept service of process within this State.

ACKNOWLEDGMENT

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

  
JOHN E. NORRIS

FILED  
97 APR 18 AM 9:00  
TALLAHASSEE, FLORIDA