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Elaine Mashevitz
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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. PHH- MCHH, Inc. (Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #) 800002191488--4
-05/27/97--01075--002
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4. (Corporation Name) (Document #)

☐ Walk in

☒ Pick up time 5-27-97 3:30

☒ Certified Copy

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☐ Will wait

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☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

77 MAY 27 1997
FBI
97 MAY 27 PM 3:02
FBI
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
PHH-MCHH, INC.**

The undersigned, acting as incorporator of PHH-MCHH, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

PHH-MCHH, Inc.

ARTICLE II. ADDRESS

The initial mailing address of the corporation is:

c/o Holland & Knight LLP
315 South Calhoun Street
Suite 600
Tallahassee, Florida 32301

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in the business of providing home health care services and for any and all other businesses allowed by law.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share. There shall be no issuance, transfer or sale of stock without the express written approval of at least 50% of shareholders.

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FILE
OFFICE OF THE CLERK
TALLAHASSEE, FLORIDA

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is Intrastate Registered Agent Corporation, 701 Brickell Avenue, Miami, FL. 33101.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
J. Roderick Heller, III Chairman	8065 Leesburg Pike, Suite 400 Vienna, VA. 22182
William R. Sullivan	8065 Leesburg Pike, Suite 400 Vienna, VA. 22182
Ann Torre Grant	8065 Leesburg Pike, Suite 400 Vienna, VA. 22182

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
R. Bruce McKibben, Jr.	Holland & Knight LLP Barnett Bank Building 315 South Calhoun Street Suite 600 Tallahassee, Florida 32301

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 27th day of May, 1997.


R. Bruce McKibben, Jr.

**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:

That PHH-MCHH, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 701 Brickell Avenue, Miami, FL. 33101, State of Florida, has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.



Nina M. Zollo
Intrastate Registered Agent Corporation

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PHH MCHH
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STATE
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