

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-2666

970004729

CERTIFIED COPY

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PHOTO COPY

FILING *Articles*

1.) CCS/Altacare of Florida, Inc.
(CORPORATE NAME & DOCUMENT #)

000002195740--2
-05/30/97--01014--010
*****70.00 *****70.00

2.) _____
(CORPORATE NAME & DOCUMENT #)

800002199218--7
-06/03/97--01025--003
*****8.75 *****8.75

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
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6.) _____
(CORPORATE NAME & DOCUMENT #)

7.) _____
(CORPORATE NAME & DOCUMENT #)

8.) _____
(CORPORATE NAME & DOCUMENT #)

9.) _____
(CORPORATE NAME & DOCUMENT #)

10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

[Handwritten signature]

FILED
97 MAY 30 AM 10:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
97 MAY 30 AM 9:50
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: CCS/Altacare of Florida, Inc.

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TALLAHASSEE FLORIDA

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

805 South Church Street
Murfreesboro, TN 37133

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

C T Corporation System
1200 South Pine Island Road
Plantation, FL 33324

ARTICLE V INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplimented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to or covered by said section, and indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of stockholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

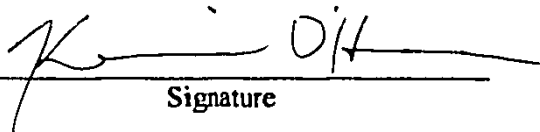
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Kevin P. O'Hara
Bass, Berry & Sims
2700 First American Center
Nashville, TN 37238

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this

29th day of May, -1994.-1997.



Signature

Signature

Signature

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 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: CCS/Altacare of Florida, Inc.

2. The name and address of the registered agent and office is:

C T Corporation System
Name

1200 South Pine Island Road
Address

Plantation, FL 33324
City, State, Zip

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TALLAHASSEE FLORIDA

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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.

Lonnie Bryan
Signature

5/30/97
Date

LONNIE BRYAN
SPECIAL ASSISTANT SECRETARY