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HHCS HEALTH GROUP
CORPORATE OFFICE

633 E. COLONIAL DRIVE • ORLANDO, FLORIDA 32803
(407) 898-4427 • 1-800-741-4427 • FAX (407) 897-2108

July 3, 1997

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

Dear Sirs:

Enclosed please find an original and one copy of the Articles of Incorporation of At Home with SouthMed, a new Florida for-profit corporation, and a check in the amount of \$122.50. Please send a certified copy of these articles for our files when available. If you require additional information, please call me at the telephone number, above.

Thank you. We appreciate your assistance.

Very truly yours,

HHCS HEALTH GROUP

Meryl A. Goldberg, B.A., C.P.H.M.
Director, Administrative Services

FILED
97 JUL 18 AM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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W97-15791

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 8, 1997

MERYL A. GOLDBERG
633 E. COLONIAL DRIVE
ORLANDO, FL 32803

SUBJECT: AT HOME WITH SOUTHMED
Ref. Number: W97000015791

RECEIVED

JUL 10 1997

H.H.C.S.

We have received your document for AT HOME WITH SOUTHMED and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 097A00035307

Amended filing attached

FILED

**ARTICLES OF INCORPORATION
OF
AT HOME WITH SOUTHMED, INC.**

97 JUL 18 AM 3: 24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purposes of forming a Corporation For-Profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be **At Home with SouthMed, Inc.**

ARTICLE II - PLACE OF BUSINESS

The principal place of business and mailing address of this corporation shall be 633 East Colonial Drive, Orlando, Florida 32803.

ARTICLE III - PURPOSE

The objects and purpose of the corporation shall be to provide health care services and products and to do all and any other business which shall, from time to time, be deemed appropriate by the Board of Directors of the corporation and as permitted under the laws of the United States and the State of Florida.

ARTICLE IV - ORGANIZATION

This is a corporation for-profit, organized under Chapter 607, Florida Statutes.

ARTICLE V - STOCK

This corporation is authorized to issue 10,000 (ten thousand) shares of voting common stock at a par value of \$0.10 per share.

ARTICLE VI - EMPOWERMENT

This corporation shall have all powers provided by law for corporations for-profit, including any and all powers suitable or proper for the accomplishment of any one or more of the purposes of the corporation.

ARTICLE VII - INDEMNIFICATION

This corporation shall indemnify any and all present or any and all past officers and directors to the fullest extent permitted by law.

ARTICLE VIII - TERM OF EXISTENCE

The term of existence of this corporation shall be perpetual, unless sooner dissolved by law.

ARTICLE IX - LOCATION

The initial street of this corporation shall be 633 East Colonial Drive, Orlando, Florida 32803.

ARTICLE X - INITIAL INCORPORATOR

The name and residence of the initial Incorporator is:

N. Lois Adams
308 Palmway Lane
Orlando, Florida 32828

ARTICLE XI - DIRECTORS

The names and addresses of the first Board of Directors of the corporation are as follows:

N. Lois Adams
308 Palmway Lane
Orlando, Florida 32828

Meryl A. Goldberg
12058 Vanilla Court
Orlando, Florida 32837

Louis C. Murray, M.D.
900 S. Delaney St.
Orlando, FL 32806

Martha Mast
411B East Livingston St.
Orlando, FL 32803

ARTICLE XII - OFFICERS

The names and addresses of the initial officers of the corporation are as follows:

N. Lois Adams, President/Secretary
308 Palmway Lane
Orlando, Florida 32828

Meryl A. Goldberg, Assistant Secretary
12058 Vanilla Court
Orlando, Florida 32837

Louis C. Murray, M.D.
V.P. Medical Services
900 S. Delaney St.
Orlando, FL 32806

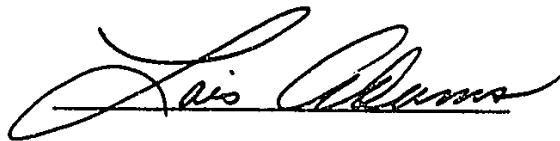
ARTICLE XIII - AMENDMENT

The Articles of Incorporation or By-Laws may be altered, amended or repealed and new Articles or By-Laws adopted by a two-thirds majority vote of the Directors or a two-thirds majority vote of the voting members of the corporation present at any annual meeting or a duly summoned special meeting.

ARTICLE XIV - REGISTERED AGENT

The name of the initial Resident Agent of this corporation shall be Craig Pearlman, Esq., attorney at law, of the law firm of Killgore, Pearlman. The street address of the initial registered agent shall be 940 Highland Ave., Orlando, Florida 32803.

IN WITNESS WHEREOF, the above Incorporator does hereby sign her name for the purpose of forming a corporation for-profit as hereinabove set forth and for the purposes herein expressed.

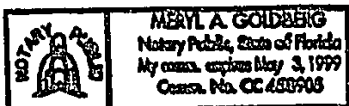


N. Lois Adams, President/Secretary

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, the undersigned authority appeared N. Lois Adams and here executed the foregoing Articles of Incorporation.

My Commission Expires:


NOTARY PUBLIC

I, Craig Pearlman, Esq., being personally appointed as registered agent for At Home With SouthMed, Inc., hereby agree to accept service of process at the offices of Killgore Pearlman, 940 Highland Avenue, Orlando, Florida 32803, pursuant to section 607.0505 of the Florida Statutes.



Craig Pearlman, Esq.
Attorney at Law
Killgore, Pearlman
940 Highland Avenue
Orlando, Florida 32803

7/2/97
Date
FILED
97 JUL 18 AM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA