

P970000063470

15 June 1997

To: Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

From: David J. Kalina  
4048 W. Kennedy Blvd., #635  
Tampa, Florida 33609

Subject: OmniCare Transport Services, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and Designation of Registered Agent for the above named corporation and a check in the amount of \$131.25 for the Filing Fees, Designation of Registered Agent, Certified Copy, and a Certificate of Status.

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-07/21/97--01072--001  
\*\*\*\*131.25 \*\*\*\*131.25

JUL 23

EFFECTIVE DATE  
8-1-97

FILED  
97 JUL 21 AM 8:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES of INCORPORATION

FILED

97 JUL 21 AM 8:27

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporators, natural persons over the age of (18) eighteen, for the purpose of forming a corporation under the Florida Business Corporation Acts, hereby adopt the following Articles of Incorporation.

EFFECTIVE DATE

8-1-97

### ARTICLE ONE - NAME

The name of the corporation shall be:

**OmniCare Transport Services, Inc.**

### ARTICLE TWO - PLACE OF BUSINESS

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

4048 W. Kennedy Blvd., #635  
Tampa, Florida 33609

### ARTICLE THREE - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares, having a par value of one dollar (\$1.00) per share.

### ARTICLE FOUR - REGISTERED AGENT

The name and address of the registered agent for the corporation shall be:

Bill Douthat  
108 Redtail Place  
Winter Springs, Florida 32708  
(407) 977-8299

### ARTICLE FIVE - INCORPORATORS

The names and addresses of the incorporators of these Articles of Incorporation are as follows:

David J. Kalina  
4048 W. Kennedy Blvd. #635  
Tampa, Florida 33609

Sandra K. Kalina  
4048 W. Kennedy Blvd. #635  
Tampa, Florida 33609

#### **ARTICLE SIX - TERM OF EXISTENCE**

This corporation shall exist perpetually.

#### **ARTICLE SEVEN - NATURE OF BUSINESS**

This corporation is formed and organized for the following purposes:

1. To establish and operate a "for-profit" business entity.
2. To provide public "non-emergency" handi-cab transportation service for the disabled, handicapped, bed-ridden and elderly in the State of Florida, specializing in wheelchair and stretcher transfer.

#### **ARTICLE EIGHT - INITIAL OFFICERS**

The initial officers of the corporation shall be as follows:

President & Treasurer	David J. Kalina 4048 W. Kennedy Blvd. #635 Tampa, Florida 33609
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Vice President & Secretary	Sandra K. Kalina 4048 W. Kennedy Blvd. #635 Tampa, Florida 33609
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#### **ARTICLE NINE - INITIAL BOARD OF DIRECTORS**

The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors shall be provided in the bylaws. The initial Board of Directors for the corporation shall be:

David J. Kalina  
4048 W. Kennedy Blvd. #635  
Tampa, Florida 33609

Sandra K. Kalina  
4048 W. Kennedy Blvd. #635  
Tampa, Florida 33609

#### **ARTICLE TEN - CORPORATE BYLAWS**

The bylaws of the corporation shall be adopted by it's Board of Directors. The power to alter, amend, repeal, and make new bylaws shall be vested in the Board of Directors.

### ARTICLE ELEVEN - LIMITATIONS OF LIABILITY

Each director, officer, and shareholder, in consideration for his/her services, shall, in the absence of fraudulent activities, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him/her by reason of being or having been a director, officer or shareholder of the Corporation, or subsidiary of the Corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, officer, or shareholder may be entitled as a matter of law.


### ARTICLE TWELVE - EFFECTIVE DATE

The effective date of the corporation's existence shall be 1 August 1997 or the Department of States filing date, if later than 1 August 1997.

The undersigned incorporators have executed these Articles of Incorporation this 15th day of July 1997.

  
\_\_\_\_\_  
David J. Kalina-President

7/15/97  
Date

  
\_\_\_\_\_  
Sandra K. Kalina-Secretary

7/15/97  
Date

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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.

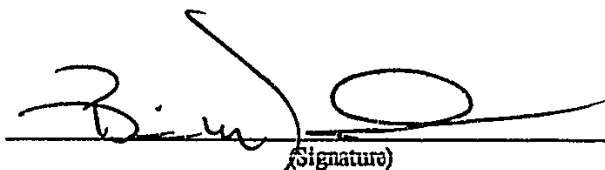
1. The name of the corporation is **OmniCare Transport Services, Inc.**

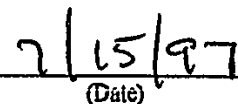
2. The name and address of the registered agent and office is:

**Bill Douthat**  
108 Redtail Place  
Winter Springs, FL 32708

**FILED**  
97 JUL 21 AM 8:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*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)

  
\_\_\_\_\_  
(Date)