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Ballon Business Services

97 JUL 23 PM 12:11

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS  
THE CAPITOL  
Tallahassee, Florida 32301

Attn: Secretary of State

Dear Sir:

Enclosed please find Articles of Incorporation for the  
following corporation: LONG TERM CARE PROFESSIONALS INC.

We have also enclosed a check made payable to Secretary  
of State in the amount of \$70.00 to cover the filing fees for  
this corporation.

If any additional fees are due, please contact this office  
for payment. Please mail the approved Articles of Incorporation  
and assigned Charter No. to the address indicated below.

Yours truly,

*Judith M. Ballon*  
Judith M. Ballon

Encs. (2)

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

PH  
7/25/97

ARTICLES OF INCORPORATION  
OF

LONG TERM CARE PROFESSIONALS INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Long Term Care  
Professionals Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the following  
purposes:

To engage in any activity or business permitted  
under the laws of the United States and of the State of  
Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 300  
shares of capital stock of the Par Value of \$1.00 which  
shall be designated "Common shares", and all of which shall  
have the same rights and privileges.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any  
new 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.

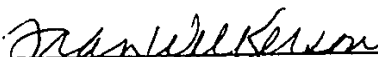
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE VI - PRINCIPAL OFFICE AND REGISTERED-AGENT

The principal office and mailing address of this corporation is 17815 Osprey Pointe Place, Tampa, Florida, 33647.

The name and address of the initial Registered Agent of this corporation is Fran Wilkerson, 10810 North 62nd Street, Temple Terrace, Florida, 33617.

. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent"

  
Registered Agent  
Fran Wilkerson

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three director(s) initially. The numbers of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Fran Wilkerson	Nili McMillen	Richard K. Larson
10810 N. 62nd St.	4708 Swansneck Pl.	17815 Osprey Pointe Pl.
Temple Terrace, FL.	Winter Springs, FL.	Tampa, FL.
33617	32708	33647

ARTICLE VIII - INCORPORATOR

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The name and address of the person signing these

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Articles is Fran Wilkerson, 10810 North 62nd Street,  
Temple Terrace, Florida, 33617.

CLERK OF THE COURT  
TALLAHASSEE, FLORIDA

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18th day of July, 1997.

Fran Wilkerson  
Fran Wilkerson Subscriber

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public, authorized to take  
acknowledgements in the State and County setforth above,  
personally appeared Fran Wilkerson  
and personally known to me, or who presented a valid Driver's  
License, and who did (did not) take and oath, and who did  
acknowledge before me that he executed these Articles of  
Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand  
and affixed my official seal, in the State and County afore-  
said, this 18th day of July 1997

Linda D McCombs

NOTARY PUBLIC, Linda McCombs  
State of Florida at Large

My Commission Expires: 7/17/98



LINDA D. McCOMBS  
COMMISSION # 393168  
EXPIRES JUL 17, 1998