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August 11, 1997

Florida Department of State
Division of Corporations
Post Office Box 6237
Tallahassee, Florida 32399

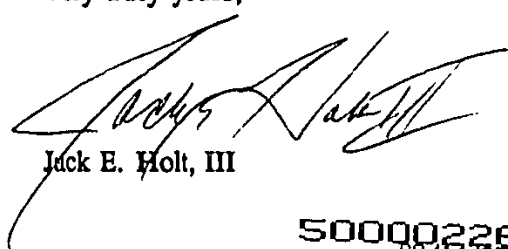
Re: Vitacare of Brevard County, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for Vitacare of Brevard County, Inc., for filing in your office. We are also enclosing our check in the amount of \$122.50 for filing fees and a certified copy of the Articles after filing.

Thank you for your assistance in this matter. If there are any questions, please do not hesitate to call me.

Very truly yours,



Jack E. Holt, III

JEH:cf

Enclosures

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****122.50 ****122.50

9/8/14/97

**ARTICLES OF INCORPORATION
OF
VITACARE OF BREVARD COUNTY, INC.**

FILED
97 AUG 16 PM 2:00
CLERK OF COURT
BREVARD COUNTY, FLORIDA

ARTICLE I - NAME

The name of this corporation shall be VITACARE OF BREVARD COUNTY, INC.

ARTICLE II - PRINCIPAL OFFICE

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

845 North Garland Avenue, Suite 200
Orlando, Florida 32801

ARTICLE III - SHARES

The number of shares of stock this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares which shall be designated common stock at a par value of One Dollar (\$1.00).

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

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

Mason H. Grower, III
390 North Orange Avenue, Suite 1900
Orlando, Florida 32801

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Mason H. Grower, III
390 North Orange Avenue, Suite 1900
Orlando, Florida 32801

ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. This corporation shall have one (1) director initially. This number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

B. The name and address of the initial director and officer of this corporation is as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
JEROLD J. FADEM, SR.	845 North Garland Avenue Suite 200 Orlando, Florida 32801	President/ Secretary/ Treasurer/ Director

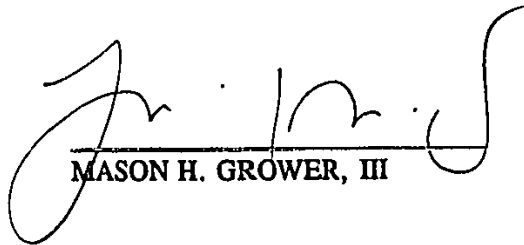
ARTICLE VII - BY-LAWS

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

ARTICLE VIII - AMENDMENT

The 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 11th day of August, 1997.


MASON H. GROWER, III

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority, personally appeared MASON H. GROWER, III, known to me to be the individual described in and who executed the foregoing

Articles of Incorporation, and he acknowledged that he subscribed the said instrument for the uses and purposes set forth therein. The subscriber is personally known to me or was identified by me as follows: _____. He (did) (~~did-not~~) take an oath prior to executing this instrument.

WITNESS my hand and official seal in the County and State last aforesaid this 11th day of August, 1997.

Carol Fryrear
Notary Public
My Commission Expires:



CAROL FRYREAR
My Commission CC542284
Expires Mar. 24, 2000

CERTIFICATE OF DESIGNATION

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: VITACARE OF BREVARD COUNTY, INC.
2. The name and address of the registered agent and office is:

MASON H. GROWER, ESQUIRE
GROWER, KETCHAM, MORE, RUTHERFORD,
NOECKER, BRONSON, SIBONI & EIDE, P.A.
390 South Orange Avenue, Suite 1900
Post Office Box 538065
Orlando, Florida 32853-8065

97 AUG 16 11 2 AM
FILED

Date: August 11, 1997


MASON H. GROWER, III

ACCEPTANCE

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.

Date: August 11, 1997


MASON H. GROWER, III