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KENNETH GORDON KING
ATTORNEY AT LAW

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Naples, FL 34101
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November 28, 1997

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

EFFECTIVE DATE
11-28-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC - 1 AM 10:33

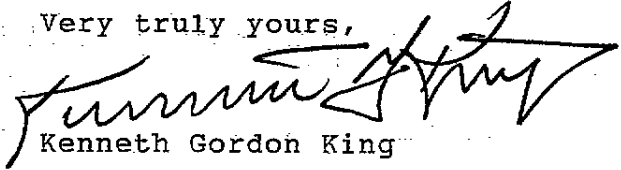
Re: Articles of Incorporation
GUARDIAN ANGEL HOME HEALTH CARE, INC.

Office of Sandra B. Mortham,

Enclosed for filing and registration as a Florida corporation,
please find the Articles of Incorporation, Acceptance of Registered
Agent and \$122.50 filing fee.

Kindly record same and forward your receipt and certification to
the attention of the undersigned registered agent. Your attention
and assistance are appreciated.

Very truly yours,



Kenneth Gordon King

Encls.
KGK/db

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ARTICLES OF INCORPORATION

OF

GUARDIAN ANGEL HOME HEALTH CARE, INC.

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Article I. Name and initial Address.

The name of the Corporation is: GUARDIAN ANGEL HOME HEALTH CARE, INC.
with its initial business address being: 9853 N. Tamiami Trail, Suite 221, Naples, FL
34108.

Article II. Duration.

The Corporation shall exist perpetually commencing on the date of execution and
acknowledgement of these Articles.

Article III. Purpose.

This corporation is organized for the purpose of transacting any and all lawful business
as determined by its Directors.

Article IV. Capital Stock.

This corporation is authorized to issue Ten Thousand (10000) shares of capital stock,
initially valued at one and no/100 dollars (\$1.00) per share of common stock.

Article V. Rights of Shares of Capital Stock.

Section 1. Dividends

The corporate Directors may declare and pay dividends upon the common shares
according to their discretion and valuations.

Section 2. Rights upon Liquidation

In the event of any dissolution or involuntary liquidation, dissolution, sale or other
winding up of this Corporation, and after payment or satisfaction of all valid corporate
debts, the remaining assets of the corporation shall be payable to and distributed ratably
among the shareholders of record of common stock.

Section 3. Voting Rights

Except as otherwise provided at law, the entire voting power for the election of directors, designation of officers, determination of corporate policy and for any and all other acts and purposes of the corporation shall be vested exclusively in the holders of the outstanding common shares, at the rate of one vote per share.

Section 4. Issuance of Capital Stock

Upon majority vote of the shareholders, the Corporation is authorized to issue, dispose of, transfer and increase the issue of capital stock within its treasury or among its shareholders as provided herein and to annually determine the par value of all shares.

Article VI. Preemptive Rights

Every shareholder, upon the sale or issue of additional stock or other transaction affecting the allocation of shares, shall have the right to purchase his/her pro rata share thereof at all times, as nearly as may be done without issuance of fractional shares, at the price at which it is offered or issued to others.

Article VII. Designation of Registered Agent and Registered Office.

The initial Registered Agent of the Corporation shall be: Kenneth Gordon King and the initial registered mailing address for such purposes shall be: 720 Orchid Drive, Naples, Florida 34102

Article VIII. Initial Board of Directors.

The Corporation shall have as many directors as shall be determined by majority vote of the shareholders or by the By-Laws, but not less than two. The names and addresses of the initial directors of the Corporation, with their initial pro-rata allocation of shares of common stock, are as follows:

Jessica R. Boggs-Stumpf (5100 shares, 51%) 6112-4 Principia Dr. Fort Myers, Florida 33919	Kathleen Stumpf (2000 shares, 20%) 17240-4 Terraverde Circle Fort Myers, Florida 33908
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Article IX. Incorporators.

The name(s) and addresses of the person(s) establishing and signing these Articles in their capacity as incorporators of the Corporation are as follows:

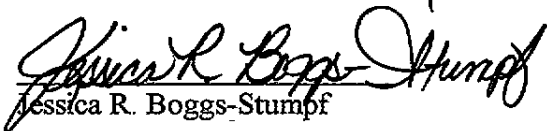
Jessica R. Boggs-Stumpf
6112-4 Principia Dr.
Fort Myers, Florida 33919

Kathleen Stumpf
17240-4 Terraverde Circle
Fort Myers, Florida 33908

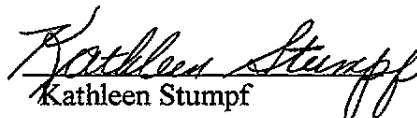
Article X. Amendment.

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment thereto, by express majority vote of the shareholders.

IN WITNESS WHEREOF the undersigned subscribers have executed these Articles of Incorporation this 28 day of November, 1997.



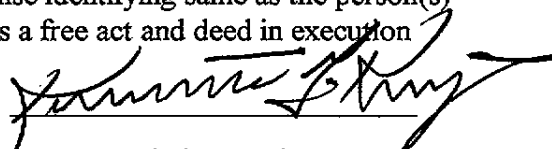
Jessica R. Boggs-Stumpf



Kathleen Stumpf

STATE OF FLORIDA
COUNTY OF LEE

Before me a Notary Public authorized to take acknowledgements in this state, personally appeared the above named Jessica Boggs-Stumpf and Kathleen Stumpf who known to me or producing a Florida driver's license identifying same as the person(s) executing the foregoing, acknowledged that signing as a free act and deed in execution thereof, this 28th. day of November, 1997.



My Commission Expires:



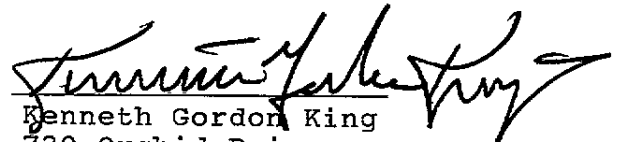
Kenneth G King
My Commission CC636772
Expires April 08, 2001

ACCEPTANCE BY REGISTERED AGENT

FILED
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DIVISION OF CORPORATIONS
97 DEC -1 AM 10:33

I, Kenneth Gordon King, designated Registered Agent for said corporation, Guardian Angel Home Health Care, Inc. acknowledge that I am familiar with and accept the duties and responsibilities as Registered Agent therefor.

Dated: November 28, 1997


Kenneth Gordon King
720 Orchid Drive
Naples, FL 34102