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PHILIP S. HANEY LL.M. (TAXATION)  
ADMITTED IN OKLAHOMA AND TENNESSEE

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WRITER'S DIRECT DIAL NUMBER  
918.774.

December 17, 1997

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

*via US Postal Service*

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-01/05/98-01095-008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

*via Courier Service*

**Re: Articles of Incorporation for  
ContinU-Care Home Health Services USA, Inc.**

Ladies and Gentlemen:

Enclosed is an original and two (2) originally signed copies of the Articles of Incorporation of **ContinU-Care Home Health Services USA, Inc.**

Please file the original articles and return the file-stamped copies to the undersigned in the self-addressed envelope provided. A check made payable to the "Department of State" in the amount of \$70 is enclosed to cover the cost of filing and designation of registered agent.

On December 17, 1997, we inquired regarding the availability of the name "ContinU-Care Home Health Services, Inc." We were informed that the name "Continucare Home Health Services" currently is used by a Miami corporation. We were instructed by your office personnel that the addition of "USA" would distinguish the name sufficiently to satisfy the requirements of the Department of State. Thank you for your assistance on this matter.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1/8/98 - TCM

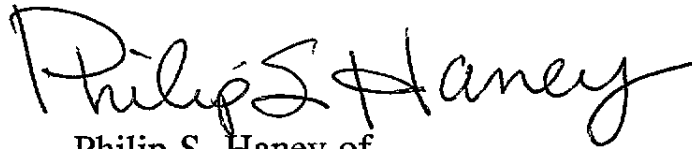
*December 17, 1997*

*Page 2*

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Please call the undersigned if you have any questions in connection with this filing. Thank you for your cooperation and courtesies.

Very truly yours,

A handwritten signature in black ink, reading "Philip S. Haney". The signature is written in a cursive style with a large, stylized "P" and "H".

Philip S. Haney of  
PHILIP S. HANEY ASSOCIATES

PSH:ss  
Enclosures

**ARTICLES OF INCORPORATION**  
**OF**  
**CONTINU-CARE HOME HEALTH SERVICES USA, INC.**

(A Florida Corporation for Profit)

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

The name of the Corporation shall be:

ContinU-Care Home Health Services USA, Inc.

**ARTICLE II**

The principal place of business and mailing address of the Corporation is:  
7398 Northwest 49th Place, Lauderhill, Florida 33319.

**ARTICLE III**

The total number of shares of stock which the Corporation shall have authority to issue is FIFTY THOUSAND (50,000) shares, each of the shares having a par value of one dollar (\$1.00), thereby resulting in the Corporation having total authorized capital stock in the amount of \$50,000, all of which shall be Common Stock.

The Board of Directors of the Corporation shall have full authority, to the extent permitted by law, and except as otherwise provided in this Certificate, to increase, decrease or otherwise adjust the capital stock of the Corporation, to designate the classes or series thereof and to determine whether all or any part of such stock shall have voting powers, full or limited, or no voting powers, and

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to determine such designations, and such powers, preferences, relative, participating or optional, or other special rights and the qualifications, limitations or restrictions thereof as the Board shall from time to time determine in duly adopted resolutions.

At any time and from time to time when authorized by resolution of the Board of Directors and without any action by its shareholders, the Corporation may issue or sell any shares of its capital stock of any class or series, whether out of the unissued shares thereof authorized by the Articles of Incorporation of the Corporation as originally filed or by an amendment thereof or out of shares of its capital stock acquired by it after the issue thereof, and whether or not the shares thereof so issued or sold shall confer upon the holders thereof the right to exchange or convert such shares for or into other shares of capital stock of the Corporation of any class or classes or any series thereof. When similarly authorized, but without any action by its shareholders, the Corporation may issue or grant rights, warrants or options, in bearer, registered or such other form as the Board of Directors may determine, for the purchase of shares of the capital stock of any class or series of the Corporation within such period of time, or without limit as to time, to such aggregate number of shares, and at such price per share, as the Board of Directors may determine. Such rights, warrants or options may be issued or granted separately or in connection with the issue of any bonds, debentures, notes, obligations or other evidences of indebtedness or shares of the capital stock of any class or series of the Corporation and for such consideration and on such terms and conditions as the Board of Directors in its sole discretion may determine. In each case, the consideration to be received by the Corporation for any such shares so issued or sold shall be such as shall be fixed from time to time by resolution of the Board of Directors.

#### **ARTICLE IV**

The street address of the Corporation's initial registered office is 7398 Northwest 49th Place, Lauderhill, FL 33319. The name of the Corporation's initial registered agent at this office is Shirley Robertson.

## **ARTICLE V**

The name and mailing address of the incorporator is as follows:

Philip S. Haney  
1218 East 33rd St., Suite 200  
Tulsa, Oklahoma 74105

## **ARTICLE VI**

The duration of the Corporation is perpetual.

## **ARTICLE VII**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the general corporation law of the State of Florida, including but not limited to the following:

- A. To provide continuing home health care to elderly and other population within the state of Florida, and throughout the United States.
- B. To contract with, provide the services of, engage in activities with, contract for, or otherwise utilize or make available registered nurses, occupational therapists, physical therapists, speech therapists, social workers, home health aides and other personnel and services necessary or appropriate for the provision of home health services as may be required.
- C. To acquire, by purchase, lease or otherwise, lands and interests in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied by the Corporation, buildings, residences,

or other structures, with their appurtenances, and to manage, operate, lease, rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands or interests in lands, and any buildings or other structures, and any stores, shops, suites, rooms or part of any buildings or other structures, at any time owned or held by the Corporation.

- D. To purchase, acquire, hold, mortgage, pledge, hypothecate, exchange, sell, deal in and dispose of, alone or in syndicates or otherwise in conjunction with others, commodities and other personal property and real property of every kind and wherever situated, and any interest in the same.
- E. To engage generally in any activity or pursuit permitted by the general corporation laws of the State of Florida.

### ARTICLE VIII

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- A. To adopt, amend or repeal the Bylaws of the Corporation;
- B. To authorize and cause to be executed or granted mortgages, security interests and liens upon the real and personal property of the Corporation;
- C. To set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created;
- D. To purchase, lease and otherwise acquire, hold, own, mortgage, pledge, encumber and dispose of all kinds of property, real,

personal, tangible and intangible, and mixed, both in this state and in any part of the world;

- E. To enter into partnerships, joint ventures, syndicates and other business associations for any lawful purpose;
- F. By a majority of the Board of Directors, to designate one or more committees, each committee to consist of one (1) or more of the directors of the Corporation. The Board may designate one (1) or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution or in the Bylaws of the Corporation shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; provided, however, the Bylaws may provide that in the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.
- G. When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a shareholders' meeting duly called upon such notice as is required by law, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all or substantially all of the property and assets of the Corporation, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any

other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the Corporation.

### **ARTICLE IX**

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its shareholders or any class of them, any court of equitable jurisdiction within the State of Florida, on the application in a summary way of this Corporation or of any creditor or shareholder thereof, or on the application of any receiver or receivers appointed for this Corporation under the provisions of the Florida Statutes or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of the Florida Statutes order a meeting of the creditors or class of creditors, and/or of the shareholders or class of shareholders of this Corporation, as the case may be, to be summoned in such manner as the court directs. If a majority in number representing three-fourths (3/4ths) in value of the class of shareholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the compromise or arrangement and the reorganization shall, if sanctioned by the court to which the application has been made, be binding on all the creditors or class of creditors and/or on all the shareholders or class of shareholders of this Corporation, as the case may be, and also on this Corporation. This article shall not be repealed, altered or amended except by the unanimous vote of all the holders of the authorized and issued shares of common stock of the Corporation.

### **ARTICLE X**

Meetings of shareholders may be held within or without the State of Florida, as the Bylaws may provide. The books of the Corporation may be kept, subject to applicable law, inside or outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in



the Bylaws of the Corporation. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

#### **ARTICLE XI**

To the extent permitted by law, no contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other Corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers or have a financial interest, shall be void or voidable solely for this reason, or solely because the directors or officers are present at or participate in the meeting of the Board or committee thereof which authorizes the contract or transactions, or solely because the directors or officers or their votes are counted for such purpose.

#### **ARTICLE XII**

The Board of Directors is expressly authorized to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a directors, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement to the extent and in the manner permitted by the laws of the State of Florida.

#### **ARTICLE XIII**

For the purposes of electing directors, every shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares multiplied by the number of directors to

be elected, and he may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit. A shareholder who intends to cumulate his votes shall give written notice of such intention to the secretary of this Corporation on or before the day preceding the election at which such shareholder intends to cumulate his votes. All shareholders may cumulate their votes if any shareholder gives such notice. This article shall not be repealed, altered or amended except by the unanimous vote of all the holders of the authorized and issued shares of common stock of the Corporation.

#### ARTICLE XIV

A director shall not be personally liable to this Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, provided that a director of this Corporation shall continue to be personally liable:

- A. for any breach of the director's duty of loyalty to this Corporation or its shareholders;
- B. for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- C. for improper purchase or redemption of the Corporation's shares or improper payment of dividends, liability for which is provided by the Florida Statutes; or
- D. for any transaction from which the director derived an improper personal benefit.

This article shall not be repealed, altered or amended except by the unanimous vote of all the holders of the authorized and issued shares of common stock of the Corporation.

## **ARTICLE XV**

The holder of any shares of the stock of the Corporation shall have the preemptive right to purchase, subscribe for or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized (or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares) proposed to be issued in the proportion that such holders' ownership of shares of stock of the Corporation before such issuance bears to the total outstanding shares. This article shall not be repealed, altered or amended except by the unanimous vote of all the holders of the authorized and issued shares of common stock of the Corporation.

## **ARTICLE XVI**

The shareholders or members of the Corporation shall not be personally liable for the Corporation's debts, except as they may be liable for their own conducts or acts. A provision imposing personal liability for the debts of the Corporation on its shareholders or members to a specified extent and upon specified conditions shall not be included or added to the Certificate of Incorporation except by the unanimous vote of all the holders of the authorized and issued shares of common stock of the Corporation.

## **ARTICLE XVII**

Except as otherwise provided in this Certificate, the Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by law, and all rights conferred upon the shareholders herein are granted subject to this

reservation.

Dated this 17th day of December, 1997.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation of ContinU-Care Home Health Services USA, Inc.

Philip S. Haney

Philip S. Haney, Incorporator

STATE OF OKLAHOMA )  
 ) ss:  
COUNTY OF TULSA )

I hereby certify that on this day, before me, an officer duly qualified to take acknowledgments, personally appeared PHILIP S. HANEY, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

Witness my hand and official seal in the County and State aforesaid this 17th day of December, 1997.

Sylvia Spelman  
Notary Public

Notary Public

My Commission Expires:

6/13/99

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

Pursuant to the provisions of Section 607.325, 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:

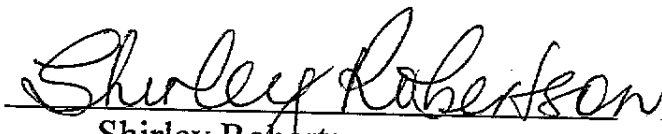
ContinU-Care Home Health Services USA, Inc.

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

Shirley Robertson  
7398 Northwest 49th Place  
Lauderhill, Florida 33319

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations set forth in Section 607.325, Florida Statutes.

  
Shirley Robertson

Date: December 20th 1997

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TALLAHASSEE, FLORIDA

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