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	6640 S US HWY 1
PORT ST LUCIE	FL 34952
<i>Debra D'Alessandro</i>	561-466-5050

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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*Debra D'Alessandro* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *remove Timothy Bear*  
DATE *1-12-98*  
DOC. EXAM *BB*

Examiner's Initials

*BB 1/12/98*

**ARTICLES OF INCORPORATION**  
**OF**  
**Wentworth HealthCare Services, Inc.**

The undersigned hereby associate for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

**ARTICLE ONE**

The name of this corporation shall be:  
**Wentworth HealthCare Services, Inc.**

The principal address of this corporation will be  
**6640 South U.S. 1**  
**Port St. Lucie, FL 34952**  
**PHONE: (561) 466-5050**

STATE  
TALLAHASSEE, FLORIDA

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**ARTICLE TWO**

The general nature of the business to be transacted by this corporation shall be:

- (a) All lawful purposes;
- (b) To lend money and negotiate loans; to draw accept endorse, discount, buy sell and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments and securities; generally to carry on and undertake any business, undertaking, transaction of operation commonly carried on or undertaken by capitalists, promoters and financiers which may seem capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any property or right of the Corporation.
- (c) To purchase, issue, own, hold, sell, draw, accept and discount bonds, stocks of all kinds; promissory notes, bills of exchange, mortgages, liens, leases, contracts in writing and other instruments evidencing any and all rights and interests in and to any real estate, chattels, or cases in action, including the power to exercise all the rights and privileges of owner or owners thereof.
- (d) To borrow or raise money for any of the purposes of the Corporation, in such amounts as the Board of Directors may from

time to time determine, to issue bonds, debentures, notes or other obligations of any nature and in the extent so determined, to secure the principal thereof, and the interest thereon, by mortgage upon or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights either at the time owned or thereafter acquired or in any other manner.

(e) To acquire all or part of the goodwill, rights, property and business of any person, firm association or corporation heretofore or hereafter engaged in any business similar to any business which the Corporation has the power to conduct, to pay for the same in cash or stock or bonds of the Corporation or otherwise, to hold, utilize, or in any manner dispose of the whole or any part of the rights and properties so acquired, and to assume in connection therewith any liabilities of any person, firm, association of Corporation and conduct in any lawful manner the whole or any part of the business thus acquired.

(f) To adopt, apply for, obtain, register, purchase, lease, take assignments or licenses of, or otherwise to acquire or obtain the use of and to hold, protect, own, use, develop, introduce, advertise and exploit and to sell, assign, lease, grant licenses or other rights in repacked to make contracts concerning or otherwise deal with, dispose of or turn to account any copyrights, letters patent and patent applications of the United States of America of any other country, government or authority and any invention, improvements, processes, formulas, mechanical and other combination, licenses and privileges; whether in connection with or secured under letters patent or otherwise, which are or shall be necessary, convenient, advisable or adaptable for the utilization by the Corporation in anyway, directly or indirectly, of such letters patent applications, trade names; trademarks copyrights and pending applications therefor, inventions, improvements, processes, formulas, mechanical and other combinations, licenses and privileges.

(g) To purchase or acquire by gift, devise, bequest or otherwise, and to hold, own, use, lease, mortgage, pledge, sell convey, assign, transfer, exchange or otherwise dispose of property of every nature and description, real, personal and mixed, or any right or interest therein, without limit as to amount, within or without the State of Florida.

(h) To enter into, make and perform contracts of every sort and description, which may be necessary or convenient to the carrying on of the business of the Corporation, with any person, firm, association, corporation, municipality, body politic, county, state, or government or colony or dependency or agency thereof.

(i) To do all and everything necessary or proper for the accomplishment of the objects enumerated or necessary or incidental to the protection and benefit of the Corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the Corporation, whether or not such business is similar in nature to the objects set forth herein, provided the same be not inconsistent with the laws under which the Corporation is organized.

(j) In general, to carry on any business and to have and exercise all of the powers conferred by the laws of the State of Florida upon corporations formed thereunder, and to do any or all of the things herein before set forth as principal, agent or otherwise, either alone or in conduction with others, and in any part of the world.

(k) The objects and purposes specified in the foregoing clauses of this Article II shall, except where otherwise expressed in this Article, be in no wise limited or restricted by reference to, or inference from, the terms of and other clause of this or any other Article of these Articles of Incorporation, but shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes.

### **ARTICLE THREE**

The authorized Capital Stock of this Corporation shall consist of **5,000 shares of common stock, at par value of \$.10 per share.**

### **ARTICLE FOUR**

The amount of capital with which this Corporation shall begin business shall be not less than **\$500.00.**

### **ARTICLE FIVE**

This Corporation shall exist perpetually unless dissolved according to law.

### **ARTICLE SIX**

#### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is **6640 South U.S. 1, Port St. Lucie, FL 34952** and the name of initial registered agent of this Corporation at that address is **Dean W. Turpin**

## **ARTICLE SEVEN**

This Corporation shall have 1 director initially. The number of directors may be either increased or diminished from time to time by the bylaws. The name and address of the initial director of this Corporation who shall hold office until the annual meeting of the shareholders to be held in the year 1995 or until their successors are elected or appointed and have qualified are:

**Dean W. Turpin**  
**1529 Chardon Street**  
**Jensen Beach, FL 34957**

## **ARTICLE EIGHT SPECIAL PROVISIONS**

(a) No holder of stock of the Corporation of any class shall have any preferential, preemptive or other right to subscribe for or to purchase from the Corporation any stock of the Corporation of any class whether or not now authorized, or to purchase any bonds, certificated of indebtedness debentures, notes, obligations or other securities, which the Corporation may at any time issue, whether or not the same shall be convertible into stock of the Corporation of any class or shall entitle the owner or holder to purchase stock of the corporation of any class.

(b) No contract or other transaction between the Corporation and any other Corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or are Director of Directors, individually or jointly, may be party or parties to, or may be interested in any such contract or transaction of the Corporation, or in which the Corporation is interest, and no contract, act or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the Corporation of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a Director of the Corporation is hereby released from any liability that might otherwise exist from this contracting with the Corporation for the benefit of himself or any firm, association

or corporation in which he may be in any way interested. Any director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled corporation without regard to the fact he is also a Director of such subsidiary or controlled Corporation.

(c) The Board of Directors, in addition to choosing the President, Secretary and Treasurer of the Corporation, may choose one or more Vice Presidents, an assistant Secretary, an Assistant Treasurer and such other officers as the Board shall deem advisable, and such officer shall serve for such terms and have such duties as may be determined by the Board of Directors.

(d) The shareholders may, in their discretion, chose a Chairman of the Board of Directors at the annual meeting of the shareholders of the Corporation: or, if the annual meeting of the shareholders is not held, at any meeting of shareholders thereafter called pursuant to the By-Laws of the Corporation.

(e) The Corporation reserves the right to amend , altar, change or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute and all rights conferred upon shareholders herein are granted subject to this reservation.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24 Day of March, 1997.

Dean W. Turpin

Dean W. Turpin agent.  
Registered Agent (typed)  
/Incorporator

Registered Agent Signature

Sharon H Lund  
My Commission CC688355  
Expires October 6, 2001

Sharon H Lund  
Sharon Lund  
1526 SE Pratt St  
Port St Lucie, FL 34983

NOTARY PUBLIC

DATE 1-8-98

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TALLAHASSEE, FLORIDA

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