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January 26, 1998

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

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-01/29/98--01059--005
****122.50 ****122.50

Re: ElderCare Associates, Inc.

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Fee	35.00
Total	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Sincerely,

James Wm. Knowles

JWK:lds

Enclosures

FILED
98 JAN 29 PM 3:49
TALLAHASSEE, FLORIDA

B. BROCK JAN 30 1998

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ARTICLES OF INCORPORATION
OF
ElderCare Associates, Inc.

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **Name.** The name of this corporation is **ElderCare Associates, Inc.**

2. **Duration.** The period of its duration is perpetual.

3. **Purpose.** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

4. **Capital Stock.** The corporation is authorized to issue 500 shares, all of one class, at \$1.00 par value.

5. **Initial Registered Office and Agent.** The name and address of the initial registered agent and office of this corporation as follows:

JoLynne Wigginton
725 Holly Road
Anna Maria, FL 34216

The corporate mailing address is as follows:

P. O. Box 1730
Bradenton, FL 34206

6. **Initial Board of Directors.** This corporation shall have one director initially. The number of directors may be increased from time to time by an amendment of the bylaws of the corporation in the manner provided by law.

The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
JoLynne Wigginton	P. O. Box 1730, Bradenton, FL 34206

7. **Incorporator.** The name and address of the Incorporator signing the Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
JoLynne Wigginton	P. O. Box 1730, Bradenton, FL 34206

8. **Amendment of Articles.** 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.

9. **Non-resident Directors.** Directors need not be a resident of this state or shareholders unless Articles of Incorporation or Bylaws so require.

10. **Directors' Authority to Fix Compensation.** Directors shall have authority to fix the compensation unless otherwise provided in Articles of Incorporation or Bylaws.

11. **Pre-emptive Rights.** Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds

at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

12. Restriction on Authority to Mortgage or Pledge Assets.

The Board of Directors of the corporation may not authorize any mortgage or pledge of, or creation of a security interest in, any or all of the property and assets of the corporation for the purpose of securing the payment or performance of any obligation of the corporation, without obtaining prior shareholder approval of any and each such transaction by the vote or written consent of the holders of 51% of the shares of the corporation entitled to vote thereon and not otherwise.

13. Meetings by Conference Telephone. Members of the Board of Directors may participate in special and annual meetings of the board of directors by means of conference telephone or similar communications equipment as provided by law but regular meetings of the Board of Directors must be attended in fact in person by each director.

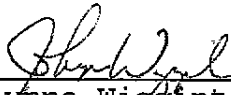
14. **Indemnification.** The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

15. **Amendment of Articles and/or Bylaws.** The power to adopt, alter, amend or repeal the Articles of Incorporation and/or Bylaws of this corporation shall be vested in the shareholders by a 51% vote.

16. **Shareholder Quorum and Voting.** Only 50% of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of 51% of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

17. **Removal of Directors.** At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of 51% of the shares then entitled to vote at an election of directors.

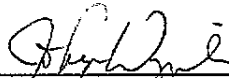
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 26th day of January, 1998.



JoLynne Wigginton
Incorporator

Acceptance by Registered Agent

I, JoLynne Wigginton, hereby am familiar with and accept the duties and responsibilities as Registered Agent for ElderCare Associates, Inc.



JoLynne Wigginton
Registered Agent

STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME, the undersigned authority, personally appeared JoLynne Wigginton, Incorporator of the Incorporation, and JoLynne Wigginton, Registered Agent, who are personally known to me, or who produced _____ as identification, and who acknowledged before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
26 day of January, 1998



NOTARY PUBLIC, STATE OF FLORIDA



Lourdes D. Seiman
MY COMMISSION # CC697264 EXPIRES
January 15, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
98 JAN 29 PM 3:19
CLERK OF THE COURT
STATE OF FLORIDA