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Law Offices of  
**WILLIS & FEREBEE**  
*A Partnership of Professional Associations*

ROBERT STUART WILLIS, P.A.  
BOARD CERTIFIED CRIMINAL TRIAL LAWYER  
CRIMINAL DEFENSE - STATE & FEDERAL  
PERSONAL INJURY

503 E. MONROE STREET  
JACKSONVILLE, FLORIDA 32202

TELEPHONE: 904/358-7001  
FAX: 904/353-2756

DAVID B. FEREBEE, P.A.  
(LL.M. - TAXATION)  
TAXATION & IRS MATTERS  
BANKRUPTCY & COMMERCIAL  
ESTATES, WILLS & TRUSTS

MAILING ADDRESS  
P.O. Box 1796  
JACKSONVILLE, FL 32201

February 9, 1998

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

100002428511--5  
-02/12/98--01026--012  
\*\*\*\*122.50 \*\*\*\*122.50


RE: Articles of Incorporation  
CDH MedPlus Home Healthcare, Inc.

Dear Sir/Madam:

Please find enclosed the original and one copy of Articles of Incorporation for CDH MedPlus Home Healthcare, Inc., together with my firm check in the amount of \$122.50 in payment of the filing fees, etc. Please file the original Articles and return an acknowledged copy to me for my records. I enclose a self-addressed, stamped envelope for your convenience.

If you have any questions or require anything further, please do not hesitate to contact my office.

Sincerely,

  
David B. Ferebee

DBF/mdc  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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2-12-98  
WS

**ARTICLES OF INCORPORATION**  
**OF**  
**CDH MEDPLUS HOME HEALTHCARE, INC.**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The undersigned, acting as incorporator for the purpose of forming a corporation under the provisions of Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the Corporation shall be **CDH MEDPLUS HOME HEALTHCARE, INC.**

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this Corporation shall be 3811 Soutel Drive, Jacksonville, FL 32208..

**ARTICLE III - CAPITAL STOCK**

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1000) shares having a par value of one dollar (\$1.00) per share.

**ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS**

The name and street address of the initial registered agent of this Corporation in Florida shall be David B. Ferebee, Esquire, 503 East Monroe Street, Jacksonville, Florida 32202.

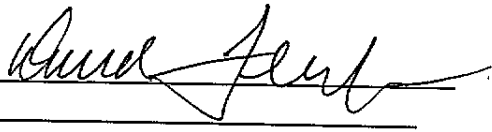
**ARTICLE V - INCORPORATOR**

The name and street address of the incorporator of these Articles of Incorporation is David B. Ferebee, Esquire, Esquire, 503 East Monroe Street, Jacksonville, Florida 32202.

**ARTICLE VI - BOARD OF DIRECTORS**

The name and street address of the sole officer and director of the Corporation is Cornelia Haywood, 1065 Lobster Lane, Jacksonville, FL 32218.

The undersigned has executed these Articles of Incorporation this 9<sup>th</sup> day of FEB, 1998.



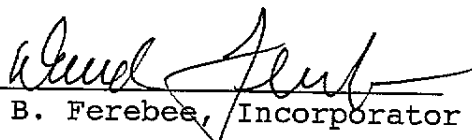
**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

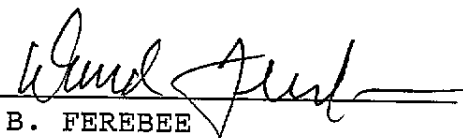
FIRST that CDH MEDPLUS HOME HEALTHCARE, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 3811 Soutel Drive, Jacksonville, FL 32208, has named DAVID B. FEREBEE, Esquire, located at 503 East Monroe Street, Jacksonville, Florida 32202, as its agent to accept service of process within Florida.

Dated:

FEB 9, 1998

  
\_\_\_\_\_  
David B. Ferebee, Incorporator

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 performance of my duties.

  
\_\_\_\_\_  
DAVID B. FEREBEE  
Registered Agent

articles

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