

P98000001785E

Steven A. Pellingra
12911 Oak Shadow Place
Tampa Fl. 33624

February 4, 1998

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Fl. 32399

Re: Formation of LTC Network, Inc.

500002437435--2
-02/23/98--01044--010
*****70.00 *****70.00

Ladies/Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation of LTC Network, Inc. along with the registered agent form.

I have also enclosed herein my check in the amount of \$ 70.00 to cover the filing fees as follows:

• Filing Fee	\$ 35.00
• Registered Agent Fee	<u>35.00</u>
	\$ 70.00

Please return a stamped copy of the Articles to me.

Very Truly yours,

Steven A. Pellingra

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 FEB 23 PM 2:22

FILED

~~628-3327~~
9/12-24-98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 13, 1998

STEVEN A. PELLINGRA
12911 OAK SHADOW PLACE
TAMPA, FL 33624

SUBJECT: LTC NETWORK, INC.
Ref. Number: W98000003327

We have received your document for LTC NETWORK, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

The corporate fees are as follows:

CORPORATIONS FILING FEES

Profit and NonProfit
Florida & Foreign Corp.

Filing Fees	\$35.
Registered Agent Designation	\$35.
Certified Copy	\$52.50
Total Fee Due	\$122.50

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 198A00008583

ARTICLES OF INCORPORATION

OF

LTC NETWORK, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

Name

The name of the corporation is LTC Network, Inc.

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as amended.

Article IV

Address

The street address of the initial office and the mailing address of this corporation is 3869 5th Ave. North St. Petersburg, Fl. 33713.

Article V

Capital Stock

The corporation is authorized to issue shares 1,000 shares of \$.01 par value common stock.

Article VI

Initial Registered Office and Registered Agent

The street address of the initial registered office of this corporation is 12911 Oak Shadow Place Tampa, Fl. 33624 and the name of the initial registered agent of this corporation at the address is Steven A. Pellingra.

Article VII

Initial Board of Directors

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Steven A. Pellingra	12911 Oak Shadow Place Tampa, Fl 33624
Ben Atkins	3869 5 th Ave. North St Petersburg, Fl. 33713
Dr. Sam D. Toney	3869 5 th Ave. North St Petersburg, Fl. 33713
Derek L. McGarvey	3869 5 th Ave. North St Petersburg, Fl. 33713

Article VIII

Incorporator

The name and address of the person signing these Articles is: Steven A. Pellingra, 12911 Oak Shadow Place Tampa, Fl. 33624.

Article IX

Powers

This corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

Article X

Indemnification

This corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholder or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Article XII

Bylaws


The bylaws may be adopted, altered, amended or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

Article XIII

Beginning of Corporate Existence

The date when corporate existence shall begin shall be the date that these Articles of Incorporation are filed, as evidenced by the Department of State's date and time endorsement.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of February, 1998.

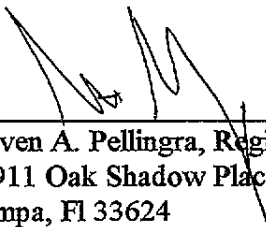


Steven A. Pellingra, Incorporator

Acceptance of Appointment By Registered Agent

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned having been named as registered agent and to accept service of process, (i) does hereby accept his appointment s registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation, and (ii) does further agree to act in such capacity and to comply with the provisions of all statutes relative to the proper and complete performance of his duties, and (iii) is familiar with and accepts the duties and obligations of registered agent for the proposed domestic corporation.

Dated: February 2, 1998



Steven A. Pellingra, Registered Agent
12911 Oak Shadow Place
Tampa, Fl 33624

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA