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Palm Bay, Florida 32905

C.L. HENF, P.A.  
CERTIFIED PUBLIC ACCOUNTANT

Tel: (407) 676-5338  
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May 5, 1998

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

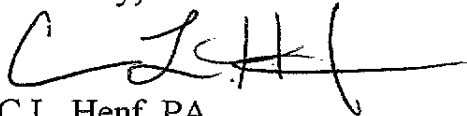
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\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir/Madam:

Enclosed are completed Articles of Incorporation for Nightingale Private  
Duty Nursing, Inc. made payable to the Secretary of State in the amount of  
\$122.50 for the associated filing fees.

Should you require any additional information, please do not hesitate to  
contact me.

Sincerely,



C.L. Henf, PA  
Certified Public Accountant

FILED  
98 MAY 26 AM 9:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TA-5/28/98

# ARTICLES OF INCORPORATION

## ARTICLE I - NAME

The name of this corporation is Nightingale Private Duty Nursing, Inc.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

## ARTICLE III - PURPOSE

This corporation may engage in or transact any or all lawful activities or business under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

## ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 per value common stock which shall be designated as "Common Shares."

## ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is 3107 Cardinal Drive, Vero Beach, Florida 32963, and the name of the initial registered agent of this corporation at the address is Yvonne Sue Stutzke. In

addition the principal office is located at 3107 Cardinal Drive, Vero Beach, Florida 32963.

## ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall initially have one (1) director to hold office until the first annual meeting of stockholders and her successor shall have been duly elected and qualified, or until her earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the corporation. The name and address of the initial director is:

Yvonne Sue Stutzke  
3107 Cardinal Drive  
Vero Beach, Florida 32963

## ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Yvonne Sue Stutzke  
3107 Cardinal Drive  
Vero Beach, Florida 32963

## ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or former Officer or Director, to the full extent permitted by law.

## ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned Incorporation has executed these Articles of Incorporation in the date of signing.

Dated: May 5, 1998

Yvonne Sue Stutzke  
Yvonne Sue Stutzke  
Incorporator

Certificate designating place of business of domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First that Nightingale Private Duty Nursing, Inc. desiring to organize or qualify under the laws of the State of Florida has named Yvonne Sue Stutzke of 3107 Cardinal Drive, Vero Beach, Florida 32963 as it's agent to accept service of process within Florida.

Dated: May 5, 1998

Yvonne Sue Stutzke  
Yvonne Sue Stutzke  
Incorporator

Having been named to accept service of process for the above stated Corporation, Yvonne Sue Stutzke of 3107 Cardinal Drive, Vero Beach, Florida 32963 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.

Dated: May 5, 1998

Yvonne Sue Stutzke  
Yvonne Sue Stutzke

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TALLAHASSEE, FLORIDA