

P98000048651

TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P O BOX 6327
TALLAHASSEE, FL 32314

500002538845-- D
-05/28/98--01035--014
***122.50 ***122.50

SUBJECT: PROFESSIONAL CAREGIVERS INC.

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF
INCORPORATION AND OUR CHECK FOR 122.50

FROM: CARLA FLOYD
2290 WELCOME RD
CANTONMENT, FL 32533
1-850-968-5492

FILED
98 MAY 28 PM 2:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

[Handwritten signature]
5/29/98

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FILED
98 MAY 28 PM 2:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE OF INCORPORATION
OF

PROFESSIONAL CAREGIVERS INC

ARTICLE I NAME

THE NAME OF THE CORPORATION SHALL BE:

PROFESSIONAL CAREGIVERS INC

ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS
CORPORATION SHALL BE:

2290 WELCOME RD.

CANTONMENT, FL 32533

ARTICLE III SHARES

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS
AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS:

ONE THOUSAND (1000) SHARES

ARTICLE IV REGISTERED AGENT AND STREET ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

CARLA FLOYD

2290 WELCOME RD.

CANTONMENT FL 32533

ARTICLE V INCORPORATOR

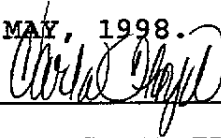
THE NAME AND STREET ADDRESS OF THE INCORPORATOR TO THESE
ARTICLES OF INCORPORATION IS:

CARLA FLOYD - PRESIDENT/SECRETARY

2290 WELCOME RD.

CANTONMENT, FL 32533

THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF
INCORPORATION THIS 27TH DAY OF MAY, 1998.

A handwritten signature in cursive script, appearing to read 'Carla Floyd', is written over a horizontal line.

CARLA FLOYD

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTIONS 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

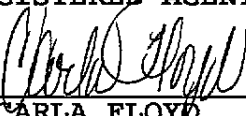
1. THE NAME OF THE CORPORATION IS PROFESSIONAL CAREGIVERS
INC
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE
IS

CARLA FLOYD

2290 WELCOME RD.

CANTONMENT, FL 32533

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.



CARLA FLOYD
DATE May 27 1998

FILED
98 MAY 28 PM 2:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA