



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 848047 9104A

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 122.50

ORDER DATE : June 8, 1998

ORDER TIME : 4:27 PM

ORDER NO. : 848047-005

CUSTOMER NO: 9104A

CUSTOMER: Ms. Lori L. Ammons
HOLLAND & KNIGHT

Suite 1600
200 Central Avenue
Saint Petersburg, FL 33701

400002552264--E

DOMESTIC FILING

NAME: REALCARE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -9 AM 10:45

RECEIVED
98 JUN 9 AM 8:40
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
RealCare, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -9 AM 10:45

The undersigned, as incorporator, forms a corporation within the meaning of the applicable provisions of Florida Statutes, Chapter 607.

ARTICLE I.

NAME

The name of this Corporation is RealCare, Inc.

ARTICLE II.

PRINCIPAL OFFICE

The initial principal address of this Corporation is:

324 Brightwaters Blvd., St. Petersburg, FL 33704.

ARTICLE III.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this Corporation and the street address of the Registered Office are as follows:

Name: Ronald G. Hersch

Address: 324 Brightwaters Blvd., St. Petersburg, FL
33704

ARTICLE IV.

INCORPORATOR

The name and address of the Incorporator of this Corporation are:

Name: Richard O. Jacobs

Address: 200 Central Avenue, Suite 1600, St.
Petersburg, FL 33701.

ARTICLE V.

CAPITAL STOCK

This Corporation is authorized to issue 1,000,000 shares of \$0.01 par value common stock.

FILED
SECRETARY OF STATE
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98 JUN -9 AM 10:45

ARTICLE VI.

SHAREHOLDER'S AGREEMENT

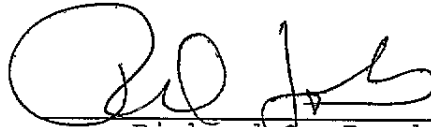
The Shareholders of this Corporation may enter into a shareholder's agreement, or similar agreement, providing for the management of this Corporation, the election of Officers or Directors, or other matters. Such an agreement, if signed by all of the Stockholders, shall supersede any provisions of these Articles, or of the Bylaws that are in conflict.

ARTICLE VII.

PREEMPTIVE RIGHTS

The holders of issued and outstanding shares shall be entitled to preemptive rights within the meaning of Florida Statutes, Chapter 607.

IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this 5 day of June, 1998, for the purpose of organizing this Corporation under the laws of the State of Florida.



Richard G. Jacobs

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office. Date: June 5, 1998.



Ronald G. Hersch