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FILED
98 JUL -8 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jody Julien
4405 161st Terrace North
Loxahatchee, Florida 33470

July 3, 1998

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-07/08/98-D1023--009
*****70.00 *****70.00

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

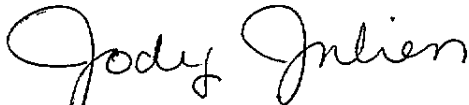
SUBJECT: LifeLines Care Management, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation for the above referenced company and a check for the filing fee of \$70.00.

Please return the photocopy to me with the filing date stamped on it.

FROM: Jody Julien
4405 161st Terrace North
Loxahatchee, Florida 33470

Sincerely,


Jody Julien

F. CHESSEY JUL 9 1998

**Articles of Incorporation
of
LifeLines Care Management, Inc.**

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ARTICLE 1 - NAME

The name of the Corporation is LifeLines Care Management, Inc.

ARTICLE 2 - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is 4405 161st Terrace North, Loxahatchee, Florida 33470.

ARTICLE 3 - REGISTERED AGENT AND REGISTERED OFFICE

The registered agent of the Corporation is Jody Julien and the registered street address is 4405 161st Terrace North, Loxahatchee, Florida 33470.

ARTICLE 4 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 5 - CORPORATE CAPITALIZATION

The total number of shares of capital stock that the Corporation shall have authority to issue is 1,000, all of which are to be common stock with par value of one dollar (\$1.00) per share.

ARTICLE 6 - DIRECTOR(S)

The initial Board of Directors shall have one (1) member whose name is as follows:

Jody Julien

and whose street addresses shall be the same as the principal office of the Corporation. The number of directors may be raised or lowered by amendment of the bylaws of the Corporation but shall in no case be less than one.

ARTICLE 7 - INCORPORATOR

The name and mailing address of the incorporator is: Jody Julien, 4405 161st Terrace North, Loxahatchee, FL 33470.

ARTICLE 8 - EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE 9 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of the Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of the Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

I, THE UNDERSIGNED, the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, do make this Articles of Incorporation, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 3rd day of July, 1998.

Jody Julien
Jody Julien

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

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 am familiar with and accept the obligations of my position as registered agent.

Dated 7/3/98

Jody Julien
Jody Julien

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