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Admitted to practice before the
U.S. Patent & Trademark Office

July 29, 1998

Division of Corporations
Florida Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

Re: Clinical Home Care, Inc.

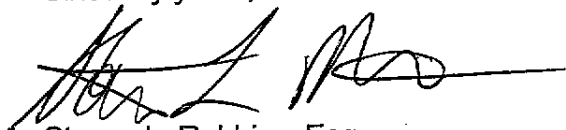
Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation and the Designation and Acceptance of Registered Agent for the above referenced for filing with the Florida Secretary of State. Please return the file stamped copy in the envelope provided.

Also enclosed is my firm check in the amount of \$70.00 to cover the filing fees.

If you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely yours,


Steven L. Robbins, Esq.

SLR/ls

Enclosures

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
CLINICAL HOME CARE, INC.**

ARTICLE I. NAME

The name of this corporation shall be **CLINICAL HOME CARE, INC.**

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the FLORIDA DEPARTMENT OF STATE. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSES, POWERS, & RIGHTS

This corporation is being organized for the purpose of engaging in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

In furtherance of its corporate purposes, this corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue **100,000 shares common capital stock.**

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be **one**. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

- A. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board Of Directors, except as otherwise herein provided or reserved to the holders of common stock.

STEVEN L. ROBBINS, P.A.
6334 Foster Street, Suite 100
Palm Beach Gardens, FL 33418
Steven L. Robbins, Esquire/FL Bar No. 0710288
561 744-3727 / Fax 561-575-2711

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- B. 1. As indicated above, the number of members of the Board Of Directors may be increased from time to time, as provided in this corporation's bylaws, but (subject to vacancies) in no event may there be less than one director. Each director shall serve until the next annual meeting of shareholders.
2. If any vacancy occurs in the Board Of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.
3. The names and mailing addresses of the persons who shall serve as directors of the corporation until the first annual meeting of the shareholders are as follows:

Robert A. Paneque
3500 Fairlane Farms Rd., Suite 11
Wellington, FL 33414

ARTICLE VII. DIRECTOR & SHAREHOLDER ACTION BY CONSENT

Any corporate action upon which a vote of directors (or a committee thereof) or shareholders is required or permitted may be taken without a meeting or vote of directors or shareholders with the written consent of not less than a majority of directors or shareholders having not less than a majority of all of the stock entitled to vote upon the action if a meeting were held; provided, that in no case shall the written consent by holders have less than the minimum percent of the vote required by statute for the proposed corporate action and provided that prompt notice be given to all directors and shareholders of the taking of corporate action without a meeting and by less than unanimous written consent.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office, and the address of this corporation's initial registered office (and the name of the individual who shall serve as this corporation's initial registered agent at that address), respectively, are:

**3500 Fairlane Farms Rd., Suite 11
Wellington, FL 33414**

**Steven L. Robbins, Esquire
6334 Foster Street, Suite 100
Palm Beach Gardens, FL 33418**

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ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: Steven L. Robbins, Esquire, 6334 Foster Street, Suite 100 , Palm Beach Gardens, FL 33418.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation, or any amendments hereto, in the manner now or hereafter prescribed by statute. Any rights conferred upon the shareholders are granted subject to this reservation.


Steven L. Robbins, Esquire - Incorporator

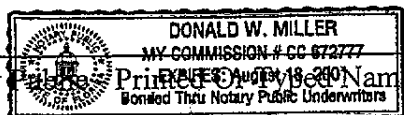
I hereby accept my designation as resident agent and agree to serve as the resident agent of **CLINICAL HOME CARE, INC.** I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for the Corporation.


Steven L. Robbins, Esquire - Registered Agent

State Of FLORIDA
County Of PALM BEACH

On 7/29, 1998, Steven L. Robbins, Esquire, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, and acknowledged signing these Articles Of Incorporation, and who did [] did not [] take an oath.


Notary Public

(Notary Public)  Printed On My Seal (Name)
DONALD W. MILLER
MY COMMISSION # CC 672777
EXPIRES August 18, 2000
Bonded Third Notary Public Underwriters

Commission Expiration Date & Commission Number:

(SEAL)

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