

W. Lytle Nichol IV  
John McQuiston II  
Ernest G. Kelly Jr.  
Alan E. Glenn  
Michael C. Williams  
Joseph W. Barnwell  
David C. Scruggs  
Leonard C. Dunavant Jr.  
E. Woods Weathersby  
C. Bradford Foster III  
Andrew H. Raines  
Frank N. Stockdale Camey  
Paul F.T. Edwards  
Perry H. Harvey\*\*\*  
Katherine A. Jungkin  
Michael R. Marshall  
Richard E.M. Nichol

**EVANS & PETREE**  
ATTORNEYS AT LAW  
A PROFESSIONAL ASSOCIATION  
81 MONROE AVENUE  
MEMPHIS, TENNESSEE 38103  
(901) 525-6781

\*Also admitted in Mississippi  
\*\*Also Admitted in Texas  
\*\*\*Also Admitted in Washington, D.C.

Marion G. Evans (1877 - 1957)  
Jack Petree (1921 - 1973)

THIS WRITER'S FAX NUMBER  
(901) 525-9458

Charles P. Cobb (Retired)  
Edward L. Edwards (Retired)

July 22, 1998

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

200002586302-4  
-07/23/98-01037-014  
\*\*\*\*131.25 \*\*\*\*131.25

Re: ~~MSI of Florida, Inc.~~

Dear Sir or Madam:

*MSI Home Care of Florida*  
Please find enclosed the Articles of Incorporation for the above referenced entity. Also enclosed is our check in the amount of \$131.25 to cover the filing fees, designation of registered agent, certified copy and certificate of status.

If you are unable to file this document for any reason, please call me before returning the document and I will make every effort possible to get you the needed information. If you have any questions, please do not hesitate to contact me. **Please mail the evidence of filing to my attention.** Thank you!

Sincerely,

EVANS & PETREE

*Stacey G. Stephens*

Stacey G. Stephens, CLA  
Legal Assistant to Richard E. M. Nichol, Jr.

Enc.

:sgs

98 AUG -6 PM 3:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 27, 1998

EVANS & PETREE  
% STACEY G. STEPHENS, CLA  
81 MONROE AVENUE  
MEMPHIS, TN 38103

SUBJECT: MSI OF FLORIDA, INC.  
Ref. Number: W98000016944

We have received your document for MSI OF FLORIDA, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 498A00039380

W. Lytle Nichol IV  
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Marion G. Evans (1877 - 1957)  
Jack Petree (1921 - 1973)

Charles P. Cobb (Retired)  
Elwood L. Edwards (Retired)

THIS WRITER'S FAX NUMBER  
(901) 525-9458

August 4, 1998

Loria Poole  
Florida Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

*Via Federal Express*

Re: MSI of Florida, Inc. (formerly)  
MSI Home Care of Florida, Inc. (new name)

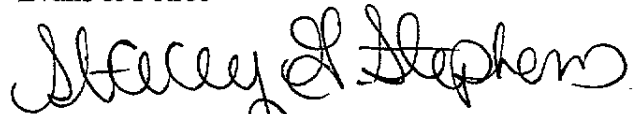
Dear Loria:

Please find enclosed the new Articles of Incorporation for the above referenced entity. I have enclosed a copy of your letter of July 27, 1998 for your reference.

If you are unable to file this document for any reason, please call me before returning the document and I will make every effort possible to get you the needed information. If you have any questions, please do not hesitate to contact me. **Please mail the evidence of filing to my attention.** Thank you!

Sincerely,

Evans & Petree



Stacey G. Stephens, CLA  
Legal Assistant to Richard E. M. Nichol, Jr.

Enc.  
:sgs

## ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

### ARTICLE I NAME

The name of the corporation shall be:  
MSI Home Care of Florida, Inc.

### ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:  
2714 Union Avenue Extended, Memphis, TN 38112

### ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:  
20,000,000  
10,000,000 Non-Voting Shares  
10,000,000 Voting Shares

### ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

C T CORPORATION SYSTEM  
1200 South Pine Island Road  
Plantation, Florida 33324

### ARTICLE V INCORPORATOR

The **name and address** of the incorporator to these Articles of Incorporation are:

Richard E. M. Nichol, Jr. 81 Monroe Avenue, Memphis, TN 38103



Signature/Incorporator  
Richard E. M. Nichol, Jr.

August 4, 1998

Date

(An additional article must be added if an effective date is requested.)

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 obligations of my position as registered agent

CT CORPORATION SYSTEM

SEE ATTACHED

Signature/Registered Agent

Date

FILED  
98 AUG - 6 PM 3:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## ACCEPTANCE OF APPOINTMENT

RE: MSI Home Care of Florida, Inc.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: July 21, 1998

C T CORPORATION SYSTEM

By 

Jonathan L. Miles  
Assistant Secretary

**FILED**  
98 AUG -6 PM 3:01  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA