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TRANSMITTAL LETTER

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

800002625158--9
-08/26/98--01030--001
****122.50 ****122.50

SUBJECT: UNISOURCE HEALTHCARE SYSTEMS, INC.

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

FROM: SHARMA S. ELDRIDGE
1940 HARRISON STREET, SUITE 200
HOLLYWOOD, FL 33020
954-923-6677

FILED
98 AUG 26 AM 7:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEB AUG 28 1998

ARTICLES OF INCORPORATION
OF
UNISOURCE HEALTHCARE SYSTEMS, INC.

FILED
98 AUG 26 AM 7:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR HEREBY FORM A CORPORATION UNDER CHAPTER 607 OF THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I - NAME

THE NAME OF THE CORPORATION SHALL BE:

UNISOURCE HEALTHCARE SYSTEMS, INC.

THE INITIAL ADDRESS OF THIS CORPORATION SHALL BE 1940 HARRISON STREET, SUITE 200, HOLLYWOOD, FL 33020, AND THE MAILING ADDRESS SHALL BE THE SAME.

ARTICLE II - NATURE OF BUSINESS

THIS CORPORATION MAY ENGAGE OR TRANSACT IN ANY OR ALL LAWFUL ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES, THE STATE OF FLORIDA OR ANY OTHER STATE, COUNTRY, TERRITORY OR NATION INCLUDING, BUT NOT RESTRICTED TO THE FOLLOWING:

HOME HEALTH AGENCY
PRESCRIBED PEDIATRIC EXTENDED CARE
PHARMACY
ASSISTED LIVING FACILITY
MEDICAL FOSTER CARE
PHYSICIAN PRACTICE
CLINIC
MEDICAL TRANSPORTATION
MEDICAL CASE MANAGEMENT

ARTICLE III - CAPITAL STOCK

THE MAXIMUM NUMBERS OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS 1000 SHARES OF COMMON STOCK HAVING \$1 PAR VALUE PER SHARE.

ARTICLE IV - REGISTERED AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION SHALL BE 1940 HARRISON STREET, SUITE 200, HOLLYWOOD, FL 33020, AND THE NAME OF THE INITIAL REGISTERED AGENT OF THE CORPORATION AT THAT ADDRESS IS SHARMA S. ELDRIDGE.

ARTICLE V - TERM OF EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE VI - OFFICERS

THE NAMES AND ADDRESSES OF THE INITIAL OFFICERS OF THE CORPORATION WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OF THE CORPORATION OR UNTIL THEIR SUCCESSORS ARE ELECTED OR APPOINTED ARE:

SHARMA S. ELDRIDGE, PRESIDENT
8943A THUMBWOOD CIRCLE, BOYNTON BEACH, FL 33436

MARY S. MCDANIEL, VICE-PRESIDENT & SECRETARY-TREASURER
8943A THUMBWOOD CIRCLE, BOYNTON BEACH, FL 33436

MARY BETH HALL, DIRECTOR
8943A THUMBWOOD CIRCLE, BOYNTON BEACH, FL 33436

ARTICLE VII - INCORPORATOR

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

SHARMA S. ELDRIDGE, 1940 HARRISON STREET, SUITE 200, HOLLYWOOD, FL 33020.

THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 20 TH DAY OF AUGUST, 1998.


SHARMA S. ELDRIDGE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA