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September 18, 1998

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Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

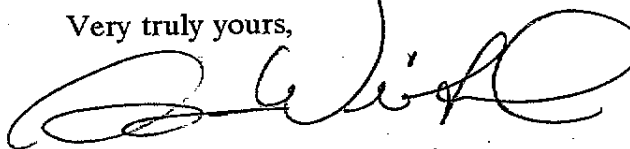
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*****70.00 *****70.00

Re: Harbor Care Management, Inc.

Gentlemen:

Enclosed are the Articles of Incorporation for Harbor Care Management, Inc., together with the Designation and Acceptance of Registered Agent and my check in the amount of \$70.00 to cover the filing fee.

Very truly yours,



WILLIAM W. WILHELM

WW/sa
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 21 AM 8:37

R. Purinton SEP 23 1998

**ARTICLES OF INCORPORATION
OF
HARBOR CARE MANAGEMENT, INC.**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I

The name of the corporation is HARBOR CARE MANAGEMENT, INC..

ARTICLE II

The general nature of the business to be transacted by this corporation is sales of organizational materials in the health related services, and any other activities or business permitted under the Laws of the United States and the State of Florida.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfers of

corporate property or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III

The authorized capital stock of this corporation shall be 500 shares at \$1.00 par value.

ARTICLE IV

The amount of capital with which this corporation shall begin business is Five Hundred (\$500.00) Dollars.

ARTICLE V

Management of the corporation shall be by the stockholders rather than a Board of Directors.

ARTICLE VI

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE VII

The stock of this corporation is intended to qualify with the requirement of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers and officials to accomplish this compliance.

ARTICLE VIII

The principal place of business of the corporation shall be located at 980 Harbor Hill Drive, Safety Harbor, Florida 34695.

ARTICLE IX

The name and address of each subscriber to these Articles and the name of the stockholders are:

Jack T. Gravelle
980 Harbor Hill Drive
Safety Harbor, Florida 34695

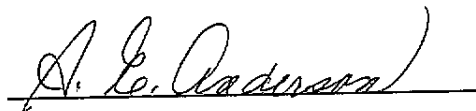
ARTICLE X

The name and address of the officers of this corporation are:

Jack T. Gravelle
980 Harbor Hill Drive
Safety Harbor, Florida 34695


IN WITNESS WHEREOF, I have hereunto set my hand and seal this ____ day of September, 1998.

Witnesses:

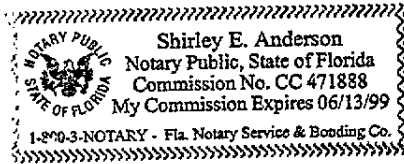

JACK T. GRAVELLE

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 17th day of September, 1998,
by JACK T. GRAVELLE, who is personally known to me (or who has produced Fh.
D.h. as identification) and who did (did not) take an oath.



Notary Public
My Commission expires:



**CERTIFICATE DESIGNATING REGISTERED OFFICE
AND REGISTERED AGENT**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: HARBOR CARE MANAGEMENT, INC., desiring to organize under the laws of the State of Florida, with its principal office as designated in the Articles of Incorporation, in the City of Safety Harbor, has named JACK T. GRAVELLE located at 980 Harbor Hill Drive, Safety Harbor, Florida 34695 as its agent to accept service of process in the State of Florida.

ACKNOWLEDGEMENT:

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 provisions of said Act relative to keeping open said office.



JACK T. GRAVELLE

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