

NICHOLAS A. BABINO ACCOUNTANTS, INC.
3488 DELTONA BLVD.
SPRING HILL, FLORIDA 34606
(352) 686-3933

P98000098215

FILED OF STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 NOV 18 PM 12:45

DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314
NOVEMBER 16, 1998

RE: INCORPORATION

NEW FILING SECTION

ENCLOSED ARE THE ARTICLES OF VIRGINIA PORTER, INC., WITH THE FEE OF SEVENTY DOLLARS (\$ 70.00) FOR THE PROCESSING. ENCLOSED IS A COPY OF THE ARTICLES OF INCORPORATION, THAT I WOULD LIKE STAMPED AND RETURNED TO NICHOLAS A. BABINO
3488 DELTONA BLVD.
SPRING HILL, FL 34606

IF THERE ARE ANY QUESTIONS IN REGARDS TO THESE ARTICLERS, PLEASE CONTACT MY OFFICE (352) 686-3933.
THANK YOU FOR YOUR COOPERATION.

Nicholas A. Babino
NICHOLAS A. BABINO
ACCOUNTANT/CONSULTANT

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

D. BROWN NOV 23 1998

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ARTICLES OF INCORPORATION

OF

Virginia Porter, Inc.

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby form a corporation for profit under the laws of the State of Florida, pursuant to Chapters 607, Florida Statutes, and execute the following:

ARTICLE I. CORPORATE NAME

The name of the Corporation shall be:

Virginia Porter, Inc.

POST OFFICE BOX 5536 - SPRING HILL, FL 34611

ARTICLE II. TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filing of these Articles with the Secretary of State.

ARTICLE III. GENERAL PURPOSES

The purpose of this Corporation is to engage in

Geriatric Healthcare & Associates
and any lawful business permitted under the laws of the
State of Florida and the United States.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any time is One Hundred (100) shares of common stock, having a par value of one dollar (1.00) per share.

Authorized stock may be paid for in cash, past services, or property, at a just value to be fixed by the Board of Directors of this Corporation, at any regular or special meeting.

ARTICLE V. PREEMPTIVE RIGHTS

The shareholders of the Corporation shall have the preemptive right to acquire pro rata, unissued or treasury shares of the Corporation or securities of the Corporation, convertible into or carrying the right to subscribe to or acquire shares. Such shares or securities may be issued by the Corporation from time to time for money, any property, or past services, in addition to authorized shares, and the preemptive right of any shareholder shall be determined by the ratio shares of which he/she is the holder to all authorized and issued shares. The prices, terms, and conditions therefore shall be fixed by the Board of Directors.

Before publicly or privately selling or offering to sell any additional shares of its common stock, or any stock bonds, debentures or other securities convertible into common stock, the Corporation shall first offer to all of the holders of its common stock the right of purchase a pro rata portion of such common stock or such securities convertible into common stock.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The Registered Agent and the street address of the Initial Registered Office of the Corporation shall be:

Virginia Porter
3488 Deltona Boulevard
Spring Hill, FL 34606

The Board of Directors from time to time may designate any other address and place for the Registered Office to the Corporation.

ARTICLE VII. BOARD OF DIRECTORS

This Corporation shall have no directors.

ARTICLE VIII INCORPORATORS

The name and street address of the Incorporators of these Articles of Incorporation are:

Virginia Porter P. O. Box 5536 Spring Hill, FL 34611

ARTICLE IX AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X BY-LAWS

The By-Laws shall be made, amended, or rescinded from time to time as therein provided.

ARTICLE XI RIGHT OF FIRST REFUSAL

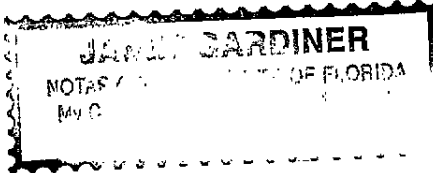
The Corporation shall have the right of first refusal to any Shareholder who desires to sell his/her shares or portions thereof, the compensation for which shall be fixed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has
executed the foregoing Articles of Incorporation this 12th
day of November, 1998.

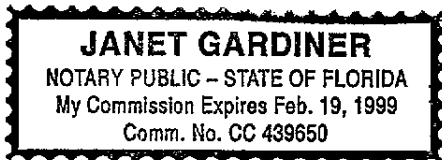
G.L.L. PL36-865-57-516

Janet Gardiner
Notary

Virginia Porter



Incorporator



Incorporator

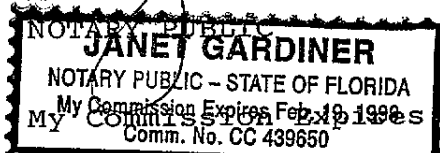
Incorporator

STATE OF FLORIDA
COUNTY OF HERNANDO

BEFORE ME, a Notary Public, personally appeared _____
Virginia Porter _____,
to me known to be the person(s) described in and who executed
the foregoing Articles of Incorporation, and acknowledged be-
fore me that they subscribed to these Articles of Incorporation
on the 12th day of November, 1998.

Janet Gardiner
NOTARY
Virginia Porter

(SEAL)



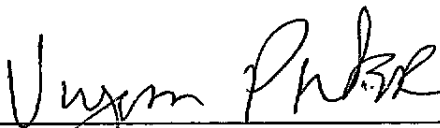
F.I.D.L - 1636-865 57-56

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 18 PM 12:45

In compliance with Section 48.091, Florida Statutes,
the following is submitted:

FIRST: That Virginia Porter, Inc.,
desiring to organize or qualify under the laws of the State
of Florida, with its principal place of business at the City
of Spring Hill, State of Florida, has named
Virginia Porter, located at P. O. Box 5536
Spring Hill, Florida 34611,
as its agent to accept service of process within Florida.



Virginia Porter

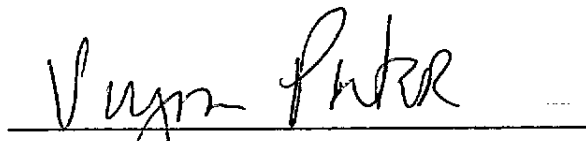
TITLE: President

DATED: _____

Having been named to accept service of process for the
above stated Corporation, at the place designated in this Cer-
tificate, I hereby agree to act in this capacity, and I further
agree to comply with the provision of all statutes relative
to the proper and complete performance of my duties.

11-12-98

Date



Virginia Porter