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*Florida Bar Certified in Health Law

December 3, 1998

P98000100824

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Via Hand Delivery

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Re: Lifeline Health Care of North Florida, Inc.

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-12/04/98--01001--034

*****78.75 *****78.75

Dear Sir or Madam:

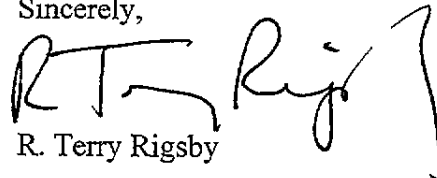
Enclosed for filing with your office are Articles of Incorporation and Registered Agent Designation for the above-referenced corporation. Also enclosed is our check in the amount of \$78.75 made payable to the Department of State to cover the following fees:

Filing Fee	\$35.00
Registered Agent Designation	35.00
Certified Copy	8.75

If you will contact my office once the certified copy is ready, we will arrange for someone to pick it up.

If you have any questions or if any additional information is required, please contact my office.

Sincerely,


R. Terry Rigsby

RTR/ss
Enclosures

DEC 03 1998

**ARTICLES OF INCORPORATION
OF
LIFELINE HEALTH CARE OF NORTH FLORIDA, INC.**

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLE I.
Name and Principal Office**

The name of this Corporation shall be Lifeline Health Care of North Florida, Inc.
The principal place of business and mailing address of this Corporation shall be Post Office Box 938, Somerset, Kentucky 42502-0938.

**ARTICLE II.
Purpose**

The Corporation is organized for the purpose of engaging in any or all activities or businesses permitted under the Florida Business Corporation Act.

**ARTICLE III.
Stock**

The authorized capital stock of this Corporation shall consist of One Thousand (1,000) shares of Common Stock with no par value. The stock of the corporation shall be issued for such consideration as may be determined by the Board of Directors.

**ARTICLE IV.
Powers**

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE V.

Incorporator

The name and street address of the Incorporator of this Corporation are as follows:

R. Terry Rigsby, Esquire
Blank, Rigsby & Meenan, P.A.
204 South Monroe Street
Tallahassee, Florida 32301

ARTICLE VI.

Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VII.

Address of Registered Office and Registered Agent

The street address of the initial registered office of this Corporation in the State of Florida shall be 204 South Monroe Street, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at the above address shall be R. Terry Rigsby. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

ARTICLE VIII.

Number of and Election of Directors

This Corporation shall consist of one or more directors. The number of directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the shareholders. The initial Board of Directors shall be comprised of the following:

<u>Name</u>	<u>Address</u>
James T. Wilson	554 Highway 790 Bronston, Kentucky 42518
Steward A. Frammer	106 Lake Cliff Drive Somerset, Kentucky 42503
James M. Frazer	7 Stonehedge Drive Monticello, Kentucky 42633

ARTICLE IX. Officers

The Corporation shall have a President, a Secretary and a Treasurer, and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers as established in accordance with the By-Laws adopted by the shareholder. A person may hold more than one office.

ARTICLE X. Transactions in Which Directors or Officers are Interested

A. No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm or entity in which one or more of the Corporation's directors or officers are directors or officers or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such director or directors is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested director or directors; or

2. The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

3. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves or ratifies such contract or transaction.

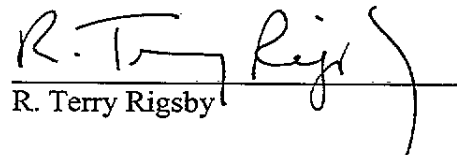
ARTICLE XI. Financial Information

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its shareholders, nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

ARTICLE XII.
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law, and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation of Lifeline Health Care of North Florida, Inc., has executed these Articles of Incorporation this 3 day of December, 1998.

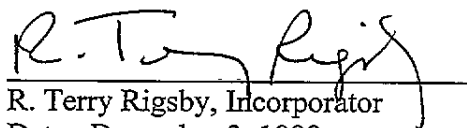

R. Terry Rigsby

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

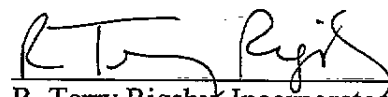
In compliance with Florida Statutes, Sections 48.091 and 607.0501, the following
is submitted:

Lifeline Health Care of North Florida, Inc.

Desiring to organize as a corporation under the laws of the State of Florida, has
designated 204 South Monroe Street, Tallahassee, Florida 32301, as its initial registered
office and has named R. Terry Rigsby, located at said address, as its initial registered
agent.


R. Terry Rigsby, Incorporator
Date: December 3, 1998

Having been named registered agent and to accept service of process for the
above-stated corporation at the place designated in this certificate, the undersigned
hereby accepts said appointment and agrees to act in this capacity. The undersigned
further agrees to comply with the provisions of all statutes relating to the proper and
complete performance of his duties and is familiar with and accepts the obligations of his
position as registered agent.


R. Terry Rigsby, Incorporator
Date: December 3, 1998

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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