

P98000106867

CHERYL A. PURCELL, C.P.A.
538 N. PARRAMORE AVENUE
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December 24, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800002710138--7
-12/11/98--01061--008
*****70.00 *****70.00


Attention: Tracy Augsburger or Bobbi Cox

Per your telephone call on December 23, 1998, we are returning the Certificate of Incorporation on In-Home Health, Care, Inc. Apparently when we corrected the name per your letter dated December 14, 1998, we resent the corrected forms but neglected to have the corrected forms signed.

I have now enclosed signed forms that hopefully are correct.

If you need any additional information, please let me know.

Sincerely,


Cheryl A. Purcell,
Registered Agent

FILED
98 DEC 28 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-12/28/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 14, 1998

CHERYL A. PURCELL
538 N PARRAMORE AVE
ORLANDO, FL 32801

SUBJECT: IN HOME HEALTH CARE INC., P.C.
Ref. Number: W98000028000

We have received your document for IN HOME HEALTH CARE INC., P.C. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

PLEASE REMOVE P.C. FROM THE CORPORATE NAME EVERYWHERE IN THE DOCUMENT. PLEASE DECIDE WHETHER OR NOT HEALTH CARE WILL BE ONE WORD OR TWO AND MAKE ALL OF THE NEEDED CHANGES. ALSO, PLEASE REMOVE THE PERIOD AFTER CARE IN THE HEADING OF THE DOCUMENT. PLEASE DOUBLE CHECK THE PRINCIPAL OFFICE'S ZIP CODE IN ARTICLE VI AND ON THE CERTIFICATE AND MAKE THE APPROPRIATE CHANGES.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6926.

Tracy Augsburger
Document Specialist

Letter Number: 098A00058966

FILED

98 DEC 28 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF INCORPORATION
OF
IN-HOME HEALTH CARE, INC.**

We, the undersigned, do hereby subscribe hereto for the purpose of forming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State providing for the formation, liability, rights, privileges, and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be:

IN-HOME HEALTH CARE, INC.

ARTICLE II

This corporation shall have the power, privilege and right to engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III

The amount of capital which the corporation shall begin business shall be \$1,000.00.

ARTICLE IV

The amount of the total authorized capital stock of the corporation shall be 10,000 shares, all of which shall be common stock with par value of \$1.00.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The principal office shall be located at:

**1503 SILVER STAR ROAD, SUITE 301
ORLANDO, FL 34761**

ARTICLE VII

The number of its directors shall be two (2), but the By-Laws may provide for such increase or decrease in number thereof as is authorized by law.

ARTICLE VIII

The names and mailing addresses of the members of the first board of directors are:

**SCOT SLOAN
8437 SUNSPRITE COURT
ORLANDO, FL 32818-5692**

**LOYDA HALL
8437 SUNSPRITE COURT
ORLANDO, FL. 32818-5692**

ARTICLE IX

The names and mailing addresses of the subscribers to this Certificate of Incorporation, and the number of shares each agrees to take are as follows:

**SCOT SLOAN
8437 SUNSPRITE COURT
ORLANDO, FL. 32818-5692
1,000 Shares**

IN WITNESS WHEREOF the undersigned have made and subscribe this Certificate of Incorporation at the city of Orlando, County of Orange, State of Florida, for the uses and purposes aforesaid.

Dr. Sloan
SCOT SLOAN

(STATE OF FLORIDA)
COUNTY OF Seminole

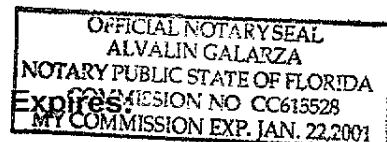
I HEREBY CERTIFY that on this day before me, the undersigned officers duly authorized and appointed, personally appeared to me well known to be the persons described in and who subscribed the above and foregoing Certificate of Incorporation, and they freely and voluntarily acknowledged before me according to Law, that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at the City of Sanford, County of Seminole, State of Florida, this 7th day of December, 1998. Scot Sloan is personally known to me.

Alvalin Galarza

Notary Public

My Commission Expires



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

**CHERYL A. PURCELL
538 N. PARRAMORE AVENUE
ORLANDO, FL. 32801**

**In Pursuance of Chapter 48.091, Florida Statutes, the following is
submitted, Inc. compliance with said Act:**

**First - That IN-HOME HEALTH CARE, INC. desiring to organize under
the Laws of the State of Florida with its principal office, as indicated in the
Certificate of Incorporation at City of Orlando, County of Orange, State of
Florida, has named Cheryl A. Purcell of 538 N. Parramore Ave., Orlando, FL
32801, County of Orange, State of Florida, as its agent to accept service of
process within this State.**

ACKNOWLEDGEMENT:

**Having been named to accept service of process for the above
stated corporation, at place designated in this Certificate, hereby accept to
act in this capacity, and agree to comply with the provision of said Act
relative to keeping open said office.**

**BY: Cheryl A. Purcell
Cheryl A. Purcell**

**FILED
98 DEC 28 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**