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December 29, 1998

J. LaDon Dewrell
Timothy W. Shaw
FILED
98 DEC 30 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State

Division of Corporations

Post Office Box 6327

Tallahassee, Florida 32314

500002725805--7
-12/30/98-01020-004
****122.50 ****78.75

Re: SouthernCare Systems, Inc.

Dear Sir or Madam:

Please find enclosed the following documents for forming a new corporation for the above referenced name:

1. Original and one copy of the Articles of Incorporation.
2. Original Certificate of Designation of Registered Agent/Registered Office.
3. Check in the amount of \$122.50 which represents payment of the filing fee of said incorporation.

Thank you for your attention to this matter. If you have any questions, please feel free to give us a call.

Sincerely,

Donna R. Stolsworth

Donna R. Stolsworth
Legal Assistant to
J. LaDon Dewrell

Donna GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Art II*
DATE *12/31*
DOC. EXAM *SD*

/drs

Enclosures

BRARON

DEC 31 1998

ARTICLES OF INCORPORATION

OF

SOUTHERNCARE SYSTEMS, INC.

FILED
98 DEC 30 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is SouthernCare Systems, Inc.

ARTICLE II - DURATION

This corporation shall exit perpetually.

ARTICLE III - CORPORATE PURPOSE AND POWERS

This corporation is initially organized for the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes. This corporation shall have all corporate powers enumerated in said Chapter 607.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000) shares of common stock having a nominal value or par value of One Dollar (\$1.00) per share, which such stock shall have the entire voting power of the corporation. Stock shall be issued under Section 1244 of the Internal Revenue Code.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the principal office of this corporation is 117 North Rowe Avenue, Panama City, Florida 32401. The initial registered agent at this address is Michael J. Pardy.

ARTICLE VI - DIRECTORS

The corporation shall have a board of directors consisting of not less than one (1) nor

more than five (5) directors. The initial board of directors shall consist of the following person(s):

Michael J. Pardy

117 North Rowe Avenue
Panama City, Florida 32401

ARTICLE VI - INCORPORATORS

The name and address of the person signing these articles is:

Michael J. Pardy

117 North Rowe Avenue
Panama City, Florida 32401

ARTICLE VII - BY LAWS

The power to adopt, alter, amend or repeal the by-laws of this corporation shall be vested in the board of directors and shareholders.

ARTICLE VIII - AMENDMENT

These Articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by vote of 51% of the stock entitled to vote thereon. Any action of the stockholders may be taken without a meeting or consent in writing setting forth the action so taken, shall be signed by all persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records.

ARTICLE IX - PREEMPTIVE RIGHTS

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 pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite his names:

Michael J. Pardy

1000 shares

Shares of capital stock of this corporation may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholder or to this corporation. The price and terms at which and the time within which those shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

IN WITNESS WHEREOF, I the undersigned, being the original subscriber to the capital stock hereinbefore named, have hereunto set my hand and seal this 11th day of December, 1998, for the purpose of forming this corporation to do business both within and without the State of Florida and pursuant to the corporation laws of the State of Florida, do make and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation and certify that the fact herein stated are true.

Michael J. Pardy
MICHAEL J. PARDY

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 11th day of December, 1998, by Michael J. Pardy, who is personally known to me and who did not take an oath.

WITNESS my hand and official seal in the State and County aforesaid this 11th day of December, 1998.

Donna R. Stolsworth
Notary Public



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

SouthernCare Systems, Inc.

2. The name and address of the registered agent and office is:

Michael J. Pardy
117 North Rowe Avenue
Panama City, FL 32401

Michael J. Pardy
Signature

Manager
Title

12-11-98
Date

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Michael J. Pardy
Signature

12-11-98
Date

FILED
98 DEC 30 AM 9:24
TALAHASSEE, FLORIDA