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T. SMITH JAN 13 1999

Examiner's Initials

ARTICLES OF INCORPORATION

ANGELS CARE A.L.F., INC.

The undersigned subscriber to these Articles of Incorporation 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 shall be:

ANGELS CARE A.L.F., INC.

The principal place of business of this corporation shall be 1722 Ridgewood Avenue, Holly Hill, Florida, 32117.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1722 Ridgewood Avenue, Holly Hill, Florida, 32117, and the name of the initial registered agent of the corporation at that address is Gordon L. Anderson.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. 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 thereof at the price at which it is offered to others.

ARTICLE VII. SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements 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 to accomplish this compliance.

ARTICLE VIII. OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Gordon L. Anderson President

1722 Ridgewood Avenue Holly Hill, FL 32117

Shirley Anderson Vice President/Secretary/ Treasurer 1722 Ridgewood Avenue Holly Hill, FL 32117

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these

Articles of Incorporation is:

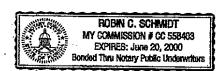
Gordon L. Anderson 1722 Ridgewood Avenue Holly Hill, FL 32117

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 12 day of January, 1899

Sordon L. Gnderson GORDON L. ANDERSON

STATE OF FLORIDA COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this (2th day of January, 1999, by Gordon L. Anderson, who is personally known to me or who produced the following identification:



Notary Public Schred

State of Florida at Large

Robin C. Scamiet

Print name of Notary Public

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED HEREIN, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

GORDON L. ANDERSON Registered Agent

Dated: |-12-99