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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8370 • 1-800-342-8062 • Fax (850) 222-1222

Brandywine Healthcare
Services, Inc

99 JAN 14 PM 1:36

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

RECEIVED
99 JAN 14 PM 12:26
DIVISION OF CORPORATION

Signature _____

Requested by: ces

Name _____

Date 1/14

Time 11:13

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark 01/14/99-01086-020

____ Merger File *****78.75 *****78.75

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

____ Photo Copy _____

☒ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

EFFECTIVE DATE
01-13-99

R. Purinton JAN 14 1999

ARTICLES OF INCORPORATION

OF

BRANDYWINE HEALTHCARE SERVICES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 JAN 14 PM 1:36

ARTICLE I. NAME

The name of this corporation is BRANDYWINE HEALTHCARE SERVICES, INC.

ARTICLE II. DURATION

This corporation shall begin its existence on the 13th day of January, 1999.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

SEVEN THOUSAND FIVE HUNDRED (7,500) Shares of
Common Stock having a Nominal or Par Value of
ONE DOLLAR (\$1.00) per share.

ARTICLE V. 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

EFFECTIVE DATE
01-13-99

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 907 Webster Street, Leesburg, Florida 34748, and the name of the initial registered agent of this corporation is CHARLES D. JOHNSON, Esquire.

ARTICLE VII. PRINCIPAL OFFICE

The address of the principal office is c/o Charles D. Johnson, Esq., Post Office Box 492722, Leesburg, Florida 34749-2722. The preferred mailing address is same.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director, initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of this corporation is(are):

<u>NAME</u>	<u>ADDRESS</u>
RON E. SCHAFER	c/o Charles D. Johnson, Esq. Post Office Box 492722 Leesburg, Florida 34749-2722

ARTICLE IX. INCORPORATOR

The name and address of the person(s) signing these Articles of Incorporation is(are):

<u>NAME</u>	<u>ADDRESS</u>
CHARLES D. JOHNSON	P.O. Box 492722 Leesburg, FL 34749-2722

ARTICLE X. INDEMNIFICATION

The corporation shall indemnify any officer, director, agent or employee or any former officer, director, agent or employee to the full extent permitted by law.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber(s) has(have) executed these Articles of Incorporation this 13th day of January, 1999.



CHARLES D. JOHNSON, Subscriber

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE 99 JAN 14 PM 1:36

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: **BRANDYWINE HEALTHCARE SERVICES, INC.**
2. The name and address of the registered agent and office is:

CHARLES D. JOHNSON
907 Webster Street
Leesburg, Florida 34748

SIGNATURE _____

(Corporate Officer)

TITLE _____

Vice President

DATE _____

1-13-99

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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE _____

DATE _____

1-13-99