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P990000 17185

February 15, 1999

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

700002782347--8  
-02722/99--01034--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Articles of Incorporation - Prevacare, Inc.

Dear Sir or Madam:

We enclose the original and one copy of Articles of Incorporation for Prevacare, Inc. along with a check in the amount of \$78.75 for filing and a certified copy.

Please call me directly if you have any questions regarding this request for filing.

Very truly yours,

*Linda P. Sullivan*  
Linda P. Sullivan  
Legal Assistant

PTF:lp

Enclosures

FILED  
99 FEB 22 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROOK FEB 23 1999

ARTICLES OF INCORPORATION  
OF  
PREVACARE, INC.

FILED  
99 FEB 22 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of the corporation shall be **PREVACARE, INC.**

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 50,000 shares of common stock with no par value.

The share authorization shall consist of one class of stock only, that being common stock.

The preferences, limitations and relative rights, qualifications or restrictions of this stock shall be as follows:

(a) Each share of common stock shall be entitled to one (1) vote.

(b) Such stock shall be deemed "Section 1244 stock" within the meaning of the Internal Revenue Code of 1954.

The common stock shall be issued when the Board of Directors so determines.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence, and the date and time of its corporate existence shall commence upon the filing of these Articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida

shall be:

JAMES DAVIS, 125 NORTH AIRPORT ROAD, SUITE 202, NAPLES,  
FLORIDA 34104

The Board of Directors from time to time may move the  
Registered Office to any other address in the State of Florida.

#### ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have two directors initially. The  
number of directors may be increase or diminished from time to  
time by By-Laws adopted by the stockholders, but shall never be  
less than two.

#### ARTICLE VII. INITIAL DIRECTORS

The names of the initial directors of this Corporation and  
their street addresses are:

JAMES DAVIS  
125 NORTH AIRPORT ROAD, SUITE 202  
NAPLES, FLORIDA 34104

KIM A. MARSH  
125 NORTH AIRPORT ROAD, SUITE 202  
NAPLES, FLORIDA 34104

#### ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these  
Articles of Incorporation as the Incorporator is:

JAMES DAVIS  
125 NORTH AIRPORT ROAD, SUITE 202  
NAPLES, FLORIDA 34104

#### ARTICLE IX. AMENDMENTS

These Articles of Incorporation may be amended in the manner  
provided by the law. Every amendment shall be approved by the  
Board of Directors, proposed by them to the stockholders and  
approved at a stockholders' meeting by at least a majority of the  
stockholders entitled to vote, unless all of the directors and  
all of the stockholders sign a written statement manifesting  
their intention that a certain amendment of these Articles of  
Incorporation be made.

#### ARTICLE X. SUB-CHAPTER S

This Corporation shall be a "Sub-Chapter S" Corporation for  
Federal Income Tax purposes

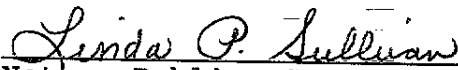
ARTICLE XI. EXECUTION

These Articles of Incorporation are executed by JAMES DAVIS.

  
JAMES DAVIS

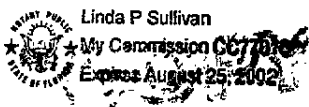
STATE OF FLORIDA  
COUNTY OF COLLIER

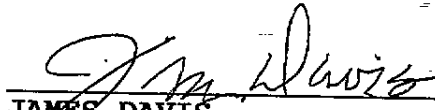
Before me, a Notary Public, personally appeared JAMES DAVIS personally known by me to be the person described as the incorporator and who executed the foregoing Articles of Incorporation on February, 17, 1999.

  
Notary Public, State of Florida  
My Commission expires: 8/25/02

Statement of Registered Agent

Having been named to accept service of process for the above stated corporation, as the registered agent, at the Corporation's principal office address which is 125 North Airport Road, Suite 202, Naples, Florida 34104. I hereby agree to act in this capacity, and I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



  
JAMES DAVIS

This Instrument Prepared by:  
Peter T. Flood (443077)  
124 North Airport Road, Suite 202  
Naples, Florida 34104  
(941) 263-2177

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