

Law Offices of
HAIMOWITZ & ASSOCIATES, P.A.
555 South Federal Highway, Suite 330
Boca Raton, Florida 33432

Harold B. Haimowitz
Attorney at Law

Telephone: (561) 394-4226
Facsimile: (561) 394-4382

March 12, 1999

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

600002807696--0
-03/16/99--01059--002
122.50 **78.75

Attn: Dana Calloway

RE: Coastal Health Services, Inc.

Dear Ms. Calloway:

Enclosed please find an original and one copy of Articles of Incorporation for Coastal Health Services, Inc., along with my trust account check in the sum of \$122.50 payable to the Florida Department of State as the filing fee.

Please file these Articles of Incorporation and return a certified copy to me at your earliest possible convenience. I would also appreciate your faxing me a filed copy and your cover letter to (561) 394-4382. Thanking you for your many courtesies.

Very truly yours,


Harold B. Haimowitz

Enclosure

D. BROWN MAR 22 1999

**ARTICLES OF INCORPORATION
OF
COASTAL HEALTH SERVICES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 16 PM 3:51

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be COASTAL HEALTH SERVICES, INC., and its principal office shall be located at 2275 South Federal Highway, Suite 310, Delray Beach, FL 33487.

**ARTICLE II
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida and particularly the home health services and the like.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 10,000 shares of common stock, \$.01 par value per share.

**ARTICLE IV
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE V
REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be:

*Vernon Atkinson
3195 Coral Lakes Drive
Coral Springs, FL 33065*

**ARTICLE VI
BOARD OF DIRECTORS**

This Corporation shall have one (1) Director initially.

**ARTICLE VII
INITIAL DIRECTORS**

The name and address of the initial Director of this Corporation is:

*Vernon Atkinson
3195 Coral Lakes Drive
Coral Springs, FL 33065*

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until his successor is elected or appointed and has qualified, whichever occurs first.

**ARTICLE VIII
INCORPORATOR**

The name of the person signing these Articles of Incorporation as the Incorporator is Vernon Atkinson, and his address is 3195 Coral Lakes Drive, Coral Springs, FL 33065.

**ARTICLE IX
INDEMNIFICATION**

This Corporation shall indemnify to the fullest extent permitted by Florida Statute 607.0850, as may be amended from time to time, any director or officer of the Corporation who is a party or who is threatened to be made a party to any proceeding which is a threatened, pending or completed action or suit brought against said officer or director in his official capacity. This Corporation shall not indemnify any director or officer in any action or suit, threatened, pending or completed, brought by him against the Corporation, in the event the officer or director is not the prevailing party. Indemnification of any other persons, such as employees or agents of the Corporation, or serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be determined in the sole and absolute discretion of the Board of Directors of the Corporation. Pursuant to Florida Statute 607.0850(9), no court order indemnification shall, under any circumstances, be permitted.

**ARTICLE X
AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Florida Statute 607.0901, as amended from time to time, relating to affiliated transactions.

**ARTICLE XI
CONTROL SHARE ACQUISITIONS**

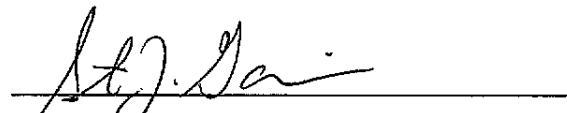
This corporation expressly elects not to be governed by Florida Statute 607.0902, as amended from time to time, relating to control share acquisitions.


IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on March 12, 1999.


VERNON ATKINSON, *Incorporator*

**STATE OF FLORIDA
COUNTY OF PALM BEACH**

The foregoing instrument was acknowledged before me on March 12, 1999, by Vernon Atkinson as Incorporator, who is personally known to me or has produced his driver's license as identification and did take an oath.


Notary Public State of Florida

 Steven J. Garcia
MY COMMISSION # CC516518 EXPIRES
December 6, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 16 PM 3:51

COASTAL HEALTH SERVICES, INC., a Corporation existing under the laws of the State of Florida with its principal office at 2275 South Federal Highway, Suite 310, Delray Beach, FL 33487, has named Vernon Atkinson, whose address is 3195 Coral Lakes Drive, Coral Springs, FL 33065 as its agent to accept service of process within the State of Florida.

ACCEPTANCE

- Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law.


Vernon Atkinson