

Law Offices of
MAHAFFEY, LEITCH & BURGUNDER

800 West State Road 426, Suite A
Oviedo, FL 32765
(407) 366-8708 and 366-3555

April 16, 1999

John D. Mahaffey, Jr.
Dougald B. Leitch
Karl A. Burgunder

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3113 Lawton Road, Suite 225
Orlando, FL 32803
(407) 894-2081

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P9900035943

REPLY TO: OVIEDO

Division of Corporations
Attention: New Filings Department
P.O. Box 6327
Tallahassee, FL 32314

200002843772--9

-04/19/99--01083--011

*****70.00 *****70.00

RE: Affiliated Health & Human Care, Inc.

Dear Sir or Madam:

Enclosed are the articles of incorporation for the above-referenced entity and a check for the \$70.00 incorporation and registered agent fee. Please return a conformed copy of the articles and the filing receipt in the enclosed envelope.

Yours very truly,



Karl A. Burgunder

KAB/nb
enclosure

FILED
99 APR 19 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
4-20-99
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copy

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
AFFILIATED HEALTH & HUMAN CARE, INC.

The undersigned, as sole incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is AFFILIATED HEALTH & HUMAN CARE, INC.

ARTICLE II - COMMENCEMENT OF EXISTENCE AND DURATION

The date of commencement of the existence of the corporation shall be upon the filing of these Articles and the corporation shall exist perpetually.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is: 7200 Aloma Avenue, Suite G, Winter Park, FL 32792. The corporation may, from time to time, change the principal office of the corporation or may designate such other offices and places of business as it deems necessary to carry out its purposes.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of providing health and human care and personnel services and for any other lawful purposes without limitation.

Prepared by/return to:
Karl A. Burgunder, Attorney at Law
MAHAFFEY, LEITCH & BURGUNDER
800 W. State Road 426, Suite A
Oviedo, FL 32765
(407) 366-3555
Fla. Bar No. 980935

ARTICLE V - CAPITAL STOCK

This corporation shall have one class of shares, designated as "common shares". The number of shares of stock that this corporation is authorized have outstanding at any one time is: one thousand and no/100 shares. The shares shall have no designated par value. Shares of this corporation shall be represented by share certificates duly issued according to Florida law. The shares of this corporation's common stock are subject to the terms of a Shareholder's Agreement, and all share certificates issued by the corporation shall bear on its face a memorandum of this restriction in substantially the following form:

"The transfer of the shares represented by the within Certificate is restricted under the terms of a Shareholder's Agreement, a copy of which is on file and available for inspection at the office of the issuer by persons legally entitled upon reasonable notice to the Secretary."

Each common share shall be entitled to one vote, and shares shall be issued as the Board of Directors of the corporation shall determine.

ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his or her 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.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent is Karl A. Burgunder, Attorney at Law, MAHAFFEY, LEITCH & BURGUNDER, whose address is: 800 W. State Road 426, Suite A, Oviedo, FL 32765.

ARTICLE VIII - INITIAL DIRECTORS

The management of the corporation shall be carried out by a Board of Directors. The number of Directors of the corporation shall be as set forth in the bylaws of the corporation, but shall in no event be fewer than two. The corporation shall have four initial Directors, whose names and addresses are set forth below.

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The initial Directors shall serve until such time as their successors are duly elected and qualify.

1. Richard A. Ajayi, 7200 Aloma Avenue, Suite G, Winter Park, FL 32792.
2. Olabisi M. Ajayi, 7200 Aloma Avenue, Suite G, Winter Park, FL 32792
3. Solon Joachim, 7200 Aloma Avenue, Suite G, Winter Park, FL 32792
4. M.G. Cherisol "Gerthye" Joachim, 7200 Aloma Avenue, Suite G, Winter Park, FL 32792.

ARTICLE IX - INCORPORATOR

The name and address of the incorporator signing these articles is: Karl A. Burgunder, Attorney at Law, MAHAFFEY, LEITCH & BURGUNDER, 800 W. State Road 426, Suite A, Oviedo, FL 32765.

ARTICLE X - BYLAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors of the Corporation.

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, to the fullest extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or appeal any provision 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 incorporator has executed these articles of incorporation on behalf of the corporation this 15th day of April, 1999 at Oviedo, Florida.


Karl A. Burgunder

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Karl A. Burgunder, Attorney at Law
MAHAFFEY, LEITCH & BURGUNDER
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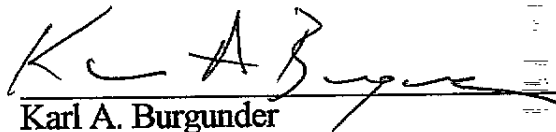
DESIGNATION AND ACCEPTANCE OF
REGISTERED AGENT

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent in the State of Florida:

1. The name of the corporation is AFFILIATED HEALTH & HUMAN CARE, INC.
2. The name of the registered agent is Karl A. Burgunder, Attorney at Law.
3. The address of the registered office is 800 W. State Road 426, Suite A, Oviedo, Florida 32765.

Having been named as registered agent and designated to accept service of process for the above corporation at the above named registered office, the undersigned hereby accepts appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provision of all statutes relating to the proper and complete performance of my duties, and states that the undersigned is familiar with and accepts the obligations of registered agent.

Dated this 15th day of April, 1999.


Karl A. Burgunder

FILED
99 APR 19 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by/return to: 4
Karl A. Burgunder, Attorney at Law
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