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**Board Certified Wills, Trusts,
and Estates Lawyer*

May 21, 1999

Secretary of State
Corporate Division
The Capitol
Tallahassee, Florida 32304

100002887441--9
-05/26/99--01085--003
*****78.75 *****78.75

Re: HOME COMPANIONS PLUS, INC.

Gentlemen:


Enclosed are the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation together with our firm's check for \$78.75 representing payment of the following fees:

Filing Fee	\$35.00
Certified Copy	\$ 8.75
Designation of Registered Agent	<u>\$35.00</u>
	\$78.75

Please file the enclosed Articles of Incorporation and return a certified copy of same to us.

Your assistance and cooperation is greatly appreciated.

Very truly yours,


Debra Cristello, CLAS, CFLA
Certified Legal Assistant

FILED
99 MAY 26 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/dlc
Enclosures

T. SMITH JUN 01 1999

ARTICLES OF INCORPORATION
OF
HOME COMPANIONS PLUS, INC.

FILED
99 MAY 26 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator files these Articles of Incorporation in order to form a corporation under the Florida General Corporation Act.

ARTICLE I - CORPORATE NAME

The name of this corporation shall be HOME COMPANIONS PLUS, INC.

ARTICLE II - NATURE OF BUSINESS

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 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - TERM OF EXISTENCE

The Corporation shall have perpetual existence commencing upon the filing of these articles.

**ARTICLE V - PRINCIPAL OFFICE, MAILING ADDRESS
AND REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Principal Office and Mailing Address of the Corporation shall be:

531 E. Baffin Drive
Venice, Florida 34293

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

BRIDGETTE T. NABERGALL
531 E. Baffin Drive
Venice, Florida 34293

ARTICLE VI - BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the shareholders, but shall never be less than one.

ARTICLE VII - INITIAL DIRECTORS

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

BRIDGETTE T. NABERGALL
531 E. Baffin Drive
Venice, Florida 34293

JUDY NODLER
608 LaGorce Drive
Venice, Florida 34293

ARTICLE VIII - INCORPORATOR

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

BRIDGETTE T. NABERGALL
531 E. Baffin Drive
Venice, Florida 34293

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and

approved at a shareholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

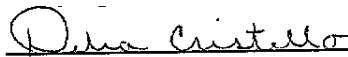
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 19th day of May, 1999.


BRIDGETTE T. NABERGALL

STATE OF FLORIDA

COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 19th day of May, 1999, by BRIDGETTE T. NABERGALL, who is personally known to me or who has produced Personally known to me (type of identification) as identification and who did take an oath.


Notary Public



DEBRA CRISTELLO
My Commission QC533577
Expires Mar. 29, 2000

ACCEPTANCE OF REGISTERED AGENT

I have been designated as registered agent in the above Articles. Simultaneously, I hereby accept the appointment as Registered Agent.


BRIDGETTE T. NABERGALL

FILED
99 MAY 26 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA