

ACCOUNT	NO.	:	_072100000	0032

REFERENCE :

253431

AUTHORIZATION :

\$ 78.75 COST LIMIT :

ORDER DATE : May 25, 1999

ORDER TIME : 10:0 AM

ORDER NO. _: 253431-005

400002887234--5

CUSTOMER NO: 86450A

CUSTOMER: Mr. Wes Strickland

FOLEY & LARDNER

FOLEY & LARDNER

300 East Park Avenue

Tallahassee, FL 32301

EFFECTIVE DATE:_

_ ARTICLES OF INCORPORATION _____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX ___ CERTIFIED COPY _ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:



May 26, 1999

CSC NETWORKS 1201 HAYS ST TALLAHASSEE, FL 32301

SUBJECT: TOTALCARE, INC. Ref. Number: W99000012305

We have received your document for TOTALCARE, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall Document Specialist

Please give original submission date as file date.

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Letter Number: 399A00029006

ARTICLES OF INCORPORATION

OF

TOTALCARE OF TALLAHASSEE, INC.

99 MAY 26 PH 4: 08 SECRETARY OF STATE TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

TOTALCARE OF TALLAHASSEE, INC.

The address of the principal office of this corporation shall be 1951 Raymond Diel Business Lane, Tallahassee, FL 32308, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Joseph J. Audie

1951_Raymond Diel Business Lane Tallahassee, Florida 32308

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301 IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company, on May 26, 1999.

CORPORATION SERVICE COMPANY

By: <u>Wellerah D. Skipper</u> It's Agent, Deborah D. Skipper

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Florida corporation to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Ochorah O. Skipper
It's Agent, Deborah D. Skipper

HBD/jjw -

99 MAY 26 PM 4: 09
SECRETARY OF STATE
TALL ALLASSEE FOR ASSET