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STONE & GERKEN, P.A.

ATTORNEYS AT LAW

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Mt. Dora, Florida 32757
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Fax (352) 357-2474

LEWIS W. STONE
SCOTT A. GERKEN

July 14, 1999

MAILING ADDRESS:
Post Office Drawer 2048
Eustis, Florida 32727-2048

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Rescue Care, Inc.

600002932906--1
-07/16/99--01013--016
****122.50 *****78.75

Dear Sir or Madam:

Enclosed please find the original and copy of the Articles of Dissolution and Affidavit to Secretary of State regarding the above-referenced corporation. Also, enclosed is a check in the amount of \$43.75 which represents your filing fee and certified copy of the Articles of Dissolution effective July 15, 1999.

Enclosed please find the original and copy of the Articles of Incorporation effective July 16, 1999 for the above-referenced corporation. Also, enclosed is a check in the amount of \$122.50 which represents your filing fee for the Articles of Incorporation, Designation of the Acceptance by Registered Agent and certified copy of the Articles of Incorporation.

Thank you for your assistance in this matter.

Very truly yours,

Lewis W. Stone

LWS:dm
Enclosures

xc: Mr. William E. Compton

New Dom
Profit

S. PAYNE JUL 16 1999

FILED
99 JUL 16 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUL 15 11:03

AFFIDAVIT TO SECRETARY OF STATE

I, WILLIAM E. COMPTON, an Officer, Director and Incorporator RESCUE CARE, INC., in accordance with the requirements of the General Corporation Law of the State of Florida, DO HEREBY CERTIFY AS FOLLOWS:

The principal office of RESCUE CARE, INC. in the State of Florida is at 141 Waterman Avenue, Mount Dora, County of Lake, State of Florida, and the officer in charge thereof, upon whom process against this corporation may be served at said address is William E. Compton.

The officers and directors of RESCUE CARE, INC. desire to dissolve the corporation effective July 15, 1999 and to re-incorporate RESCUE CARE, INC. effective July 16, 1999.

The officers and directors hereby waive the 120 day period to release the name of RESCUE CARE, INC.

DATED this 7th day of July, 1999.

Signed and sealed in the presence of:

Diane M. Rutigliano
Witness signature
Diane M. Rutigliano
Witness printed signature
Sherrie Douglas
Witness signature
Sherrie Douglas
Witness printed signature

RESCUE CARE, INC.

By: William E. Compton
William E. Compton
As its Vice President/Secretary

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared WILLIAM E. COMPTON, who is personally known to me or who has produced n/a as identification, who is the Vice President and Secretary of RESCUE CARE, INC., a Florida corporation, who acknowledged that he executed the same freely and voluntarily under authority duly vested in him by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at said County and State, this 7th day of July, 1999.

Elizabeth M. Fisher
Notary Public signature
ELIZABETH M. FISHER
Notary Printed signature

My Commission expires:
My Commission number is:



Elizabeth M Fisher
My Commission CC835616
Expires May 11, 2003

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

RESCUE CARE, INC.

The Undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation effective July 16, 1999:

ARTICLE I - NAME

The name of the corporation is **RESCUE CARE, INC.**

ARTICLE II - NATURE OF BUSINESS

The purpose for which the corporation is organized is to transact any or all lawful business and to do all other things incidental to or connected with such business that is not forbidden by the Florida corporation laws or by other law, or by these articles of incorporation, and to carry out the said purpose in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE III - PRINCIPAL OFFICE

The physical street address in Florida for the principal office of the corporation is 141 Waterman Avenue, Mount. Dora, Florida 32757. The mailing address of the corporation is 141 Waterman Avenue, Mount Dora, Florida 32757.

ARTICLE IV - SHARES

Number. The aggregate number of shares that the corporation shall have the authority to issue is 3000 shares of Capital Stock, all of which shall be common shares without par value.

Initial issue. One hundred (100) shares of the Capital Stock of the corporation shall be the initial issue.

Stated capital. The sum of the issue value of all shares of Capital of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Articles of Incorporation

Page 2

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not divided into classes.

No shares in series. The corporation is not authorized to issue shares in series.

ARTICLE V - DIRECTORS

The initial board of directors shall consist of one (1) member, who need not be a resident of the State of Florida or a shareholder of the corporation.

ARTICLE VI - DIRECTORS ADDRESS

The name and address of the person who shall serve as director until the first annual meeting of shareholders, or until their successor(s) shall have been elected and qualified is as follows:

NAME

ADDRESS

John Grainger

120 Maplewood Road
Mississauga, Ontario Canada
L5G2M6

ARTICLE VII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

NAME

ADDRESS

CT Corporation System

1200 S. Pine Island Road
Plantation, Florida 33324

ARTICLE VIII - AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - INCORPORATORS

The name and address of the person who is the incorporator of this corporation is:

NAME

ADDRESS

William E. Compton

3718 C.R. 44A
Eustis, FL 32726

William E. Compton

6-14-99

William E. Compton, Incorporator

Date

ARTICLE XII - TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE XIII - CUMULATIVE VOTING

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected, multiplied by the number of shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders meeting for the election of directors, that said shareholder intends to cumulate his votes at said election.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Wicky Oldster

CT Corporation System,
Registered Agent

7-8-99

Date