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July 23, 1999

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

000002940330-7  
-07/26/99-01061-017  
\*\*\*\*122.50 \*\*\*\*\*78.75

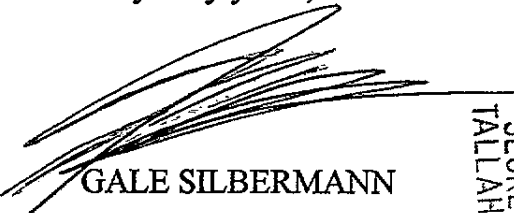
Re: Articles of Incorporation for Florida Family Healthcare Corp.

Dear Clerk:

Enclosed for filing with your office are an original and one copy of the Articles of Incorporation and Certificate Designating Registered Agent and Acceptance for the above-referenced corporation, along with a check in the amount of \$122.50 to cover fees. Please return a certified copy to the undersigned at the above address.

Thank you in advance for your attention to this matter.

Very truly yours,

  
GALE SILBERMANN

GS/do  
Enclosures

cc: Mr. Arnold Zweben

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99 JUL 26 PM 1:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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99 JUL 26 PM 1:07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
FLORIDA FAMILY HEALTH CARE CORP.**

In compliance with the requirements of Florida Statutes, Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE 1 - NAME:** The name of this Corporation is:

**Florida Family Health Care Corp.**

**ARTICLE 2 - DURATION:** The term of existence of the Corporation is perpetual.

**ARTICLE 3 - ADDRESS:** The street address of the principal office of the Corporation is 100 Sycamore Court, Palm Harbor, FL 34683.

**ARTICLE 4 - PURPOSE:** This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE 5 - CAPITAL STOCK:** This Corporation is authorized to issue ten thousand (10,000) shares of Common Stock, having a par value of One Dollar (\$1.00) per share.

Each share of capital stock shall entitle the holder thereof to one (1) vote at any stockholder meeting and otherwise participate in all such meetings and the assets of the Corporation. The stock shall be issued for such consideration as may be determined by the Board of Directors, which shall have a value at least equal to the full par value of said shares. The stock may be paid for in lawful money of the United States of America, or in property, labor or services.

**ARTICLE 6 - PRE-EMPTIVE RIGHTS:** The stockholders of this Corporation shall be entitled to purchase ratably according to their respective holdings, any shares of the Corporation hereinafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, but in either case only at such prices and during such period or periods and upon such terms and conditions as may be determined from time to time by the Board of Directors.

**ARTICLE 7 - INITIAL REGISTERED OFFICE AND AGENT:**

A. Registered Office: The address of the initial registered office of this Corporation:

Prestige Place I, Suite 230  
2600 McCormick Drive  
Clearwater, Florida 33579

B. Registered Agent: The name of the initial registered agent of this Corporation at that address is:

Gale Silbermann, Esquire

**ARTICLE 8 - INITIAL BOARD OF DIRECTORS:** This corporation shall have six (6) directors initially. The number of directors may be either increased or diminished from time to time by the Shareholders, but shall never be less than one. The name and address of each initial director of this corporation is:

Arnold P. Zweben  
4485 Glenbrook Drive  
Palm Harbor, FL 34683

John M. Wilson  
3623 South Renellie Drive  
Tampa, FL 33629

James Mason  
4448 Glenbrook Drive  
Palm Harbor, FL 34683

Chris Adams  
100 Sycamore Court  
Palm Harbor, FL 34683

Gale Silbermann  
Prestige Place I, Suite 230  
2600 McCormick Drive  
Clearwater, FL 33759

William Ferrell  
Ferrell & Moses, P.A.  
1509 West Swann Avenue, Suite 100  
Tampa, FL 33606

**ARTICLE 9 - INCORPORATOR:** The name and post office address of the sole incorporator is:

Gale Silberman, Esquire  
Prestige Place I, Suite 230  
2600 McCormick Drive  
Clearwater, FL 33759.

**ARTICLE 10 - INDEMNIFICATION.** The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

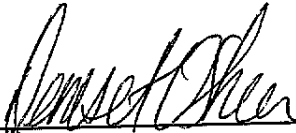
**ARTICLE 11 - AMENDMENT:** This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23th day of July, 1999.

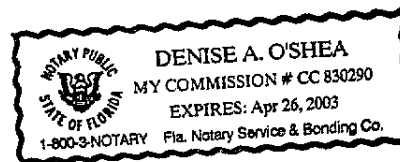
  
GALE SILBERMANN

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 23th day of July 1999, by Gale Silberman, who is personally known to me or who has produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires:

corp\zweben\articles



**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I HEREBY ACCEPT the designation of Registered Agent to accept service of process for the Florida corporation, FLORIDA FAMILY HEALTH CARE CORP., at the place designated in the articles of incorporation, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



GALE SILBERMANN

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**FILED**  
99 JUL 26 PM 1:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA