

Division of Corporations

Page 1 of 1

P99000073394

Florida Department of State

Division of Corporations

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BASIC AMENDMENT

VITACARE SOLUTIONS, INC.

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Amended & Restated

Articles

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 3, 2000

VITACARE SOLUTIONS, INC.
7649 COMMERCE CENTER DR.
ORLANDO, FL 32819

SUBJECT: VITACARE SOLUTIONS, INC.
REF: P99000073394

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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Darlene Connell
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VITACARE SOLUTIONS, INC.**

(a Florida corporation)

Pursuant to the provisions of Sections 607.1006 and 607.1007, Florida Statutes, Vitacare Solutions, Inc. (the "Corporation") adopts the following restated articles to its articles of incorporation:

FIRST: The name of the Corporation is: VITACARE SOLUTIONS, INC.

SECOND: The Articles of Incorporation of the Corporation are amended and restated in their entirety as follows:

ARTICLE I

Name

The name of this Corporation shall be: VITACARE SOLUTIONS, INC.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and mailing address of this Corporation shall be:

7649 Commerce Center Drive
Orlando, Florida 32819

ARTICLE III

Business and Purposes

The general purpose for which this Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this Corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

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ARTICLE IV

Capital Stock

A. Authorized Capitalization.

(a) The total number of shares of capital stock authorized to be issued by this Corporation shall be (i) 1,000,000 shares of Common Stock, par value \$.01 per share (the "Common Stock").

(b) The holders of shares of Common Stock shall be entitled to receive such dividends as may be declared by the Board of Directors. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of shares of the Common Stock shall be entitled to receive all of the remaining assets of the Corporation available for distribution to its shareholders, ratably in proportion to the number of shares of the Common Stock held by them. Each share of Common Stock shall have one (1) vote on all matters that are submitted to shareholders for vote.

B. Preemptive Rights.

The holders of Common Stock of this Corporation shall have no preemptive right to subscribe for and purchase their proportionate share of any additional Common Stock issued by this Corporation, from and after the issuance of the shares originally subscribed for by the shareholders of this Corporation, whether such additional shares be issued for cash, property, services or any other consideration and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

C. Payment for Stock.

Unless otherwise limited by the Board of Directors, the consideration for the issuance of shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this Corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this Corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

ARTICLE V

Existence of Corporation

This Corporation shall have perpetual existence unless dissolved by law.

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ARTICLE VI

Directors

- A. **Number.** The Board of Directors of this Corporation shall consist of one (1) director initially. This number of directors may either be increased or diminished from time to time by the bylaws of this Corporation, but shall never be less than one (1).
- B. **Powers.** The business and affairs of this Corporation shall be managed by the Board of Directors, which may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done by the shareholders.
- C. **Quorum.** A quorum for the transaction of business at all meetings of the Board of Directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors.
- D. **Removal.** The shareholders of this Corporation may remove any or all of the directors of this Corporation from office with or without cause at any annual or special meeting of such shareholders.
- E. **Initial Director.** The name and address of the initial director was Jerold Fadem, Sr., 7649 Commerce Center Drive, Orlando, FL 32819.

ARTICLE VII

Officers

The name and address of the initial officer of this Corporation was Jerold Fadem, Sr., President, Chief Executive Officer and Secretary, 7649 Commerce Center Drive, Orlando, FL 32819.

ARTICLE VIII

Registered Office and Registered Agent

The registered office of this Corporation shall be located at 390 North Orange Avenue, Suite 1900, Orlando, Florida 32801, and the registered agent of this Corporation at such office shall be Mason H. Grower, III. This Corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

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ARTICLE IX

Bylaws

A. Adoption, Amendment, Etc. The power to adopt the bylaws of this Corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this Corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended, or repealed by vote of the shareholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the shareholders, and the shareholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

B. Scope. The bylaws of this Corporation shall be for the government of this Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this Corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE X

Amendment of Articles of Incorporation

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are subject to this reservation.

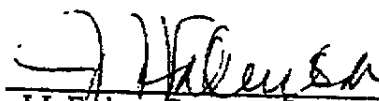
Any reference in the Amendment to "these Articles of Incorporation" or any other reference of similar import shall be deemed a reference to the Articles of Incorporation as amended by this First Restatement."

THIRD: The foregoing amendment was adopted by unanimous written action of the Board of Directors of the Corporation on the 2 day of August, 2000.

FOURTH: The amendment was approved by a majority of the shareholders of the Corporation by written consent. The number of votes cast for the amendment was sufficient for approval.

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IN WITNESS WHEREOF, the undersigned officer of this Corporation has executed these Articles of Amendment this 2 day of August, 2000.



J.J. Fadem, Sr.
President