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**Scott R. Brann**

Also Licensed in Texas

Board Certified Personal Injury Trial Law

Texas Board of Legal Specialization

**Robert E. Turffs**

Board Certified Civil Trial Law

October <sup>19</sup> 12, 1999

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

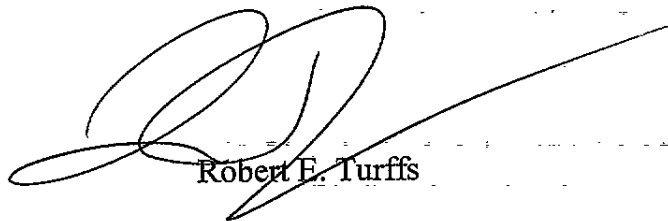
Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Total Absolute Care, Inc.

Dear Sir or Madam:

Enclosed are the original and one copy of Articles of Incorporation for Total Absolute Care, Inc. together with the filing fee of \$78.75. Please return a certified copy of the Articles to the undersigned.

Sincerely,



Robert E. Turffs

jsj

Enclosures

cc: Fred Bacon

FILED  
1999 OCT 21 PM 12: 24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A. Howell OCT 25 1999

FILED

1999 OCT 21 PM 12: 24

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**TOTAL ABSOLUTE CARE, INC.**

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The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

TOTAL ABSOLUTE CARE, INC.

ARTICLE II - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 500 Shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 2490 Dr. Martin Luther King Jr. Way, Sarasota, Florida 34234; P. O. Box 49708, Sarasota, Florida 34234-6708.

#### ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 2055 Wood Street, Suite 206, Sarasota, Florida 34237 and the registered agent at such office is Robert E. Turffs.

#### ARTICLE VII - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

Fred Bacon  
2490 Dr. Martin Luther King, Jr. Way  
Sarasota, Florida 34234

#### ARTICLE VIII - SHAREHOLDER'S PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights and each holder of common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase any unissued or treasury shares of the Corporation which from time to time may be issued (whether or not presently authorized), in the ratio that the number of shares of the common stock held at the time of the issue bear to the total number of shares of common stock outstanding. This right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty (30) days of his receipt of a written notice from the Corporation inviting him to exercise the right.

#### ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of

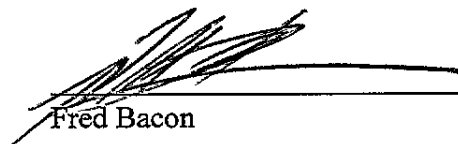
Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE X - INCORPORATOR

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

Fred Bacon  
2490 Dr. Martin Luther King, Jr. Way  
Sarasota, Florida 34234

The undersigned has executed these Articles this 11 day of October, 1999.

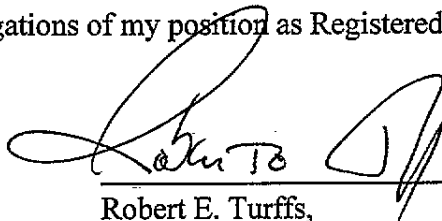
  
Fred Bacon

"INCORPORATOR"

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1999 OCT 21 PM 12:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named as Registered Agent and to accept service of process for TOTAL ABSOLUTE CARE, INC. at the place designated in the Articles, 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.

October 19, 1999  
Date

  
Robert E. Turffs,  
Registered Agent