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WAYNE R. COMPTON
ATTORNEY AT LAW

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JACKSONVILLE, FLORIDA
32208

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TELEPHONE
AREA CODE 904
765-7137
765-7171
FAX 765-0044

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-11/03/99-01031--002
****122.50 *****78.75

November 8, 1999

Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

Re: PERSONAL IN-HOME CARE SERVICES, INC.

Dear Sir:

Please find enclosed my trust check for \$122.50 to cover the cost of filing the enclosed Articles of Incorporation in the above reference style.

Upon filing the original, please forward to my office a certified copy of the recorded instrument.

I thank you for your cooperation in this matter and if you have any questions, please feel free to contact my office.

Respectfully,

Wayne R. Compton

Wayne R. Compton

WRC/hl

PH 11/10/99 ✓

ARTICLES OF INCORPORATION

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OF

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PERSONAL IN-HOME CARE SERVICES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, file this document for the purpose of becoming a corporation for profit under the laws of the State of Florida, and do hereby certify that I have become such corporation, pursuant to the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is **PERSONAL IN-HOME CARE, SERVICES, INC.**

ARTICLE II. DURATION

This corporation is to have a perpetual existence.

ARTICLE III PURPOSE

This corporation is organized for the purpose of transacting any or lawful business as permitted by laws of the State of Florida.

ARTICLE IV. CAPITALIZATION

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stocks.

ARTICLE V. PREEMPTIVE RIGHTS

Every stockholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his or her pro rata share (as nearly as may be done without issuance

of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3903 Winton Drive, Jacksonville, Florida 32208, and the name of the initial registered agent of this corporation at that address is BRUCE M. STAMPER, and the principal place of business is the same.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

The name and address of the initial director of this corporation is:

BRUCE M. STAMPER 3903 Winton Drive
 Jacksonville, Florida 32208

ARTICLES OF INCORPORATORS

The name and address of the person signing these articles is:

BRUCE M. STAMPER 3903 Winton Drive
 Jacksonville, Florida 32208

IN WITNESS WHEREOF, I have executed these Articles of Incorporation in duplicate this 15 day of October, 1999.

WITNESS:

Hazel P. Lambert

James N. Compton

Bruce M. Stamper
BRUCE M. STAMPER

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF DUVAL

Before me, the undersigned authority, duly authorized by law to administer oaths and take acknowledgments, personally appeared Bruce M. Stamper, to me well known to be the person described in and who executed the foregoing Articles of Incorporation and before me, acknowledged his signature and to free act and deed for the uses and purposes therein stated.

WITNESS my hand and official seal at Jacksonville, Duval County, Florida, this 15 day of October, 1999.



Hazel P. Lambert
MY COMMISSION # CC723488 EXPIRES
April 13, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Hazel P. Lambert
Notary Public
State of Florida at Large
My Commission Expires:

I am hereby familiar with and accept the duties and responsibilities as Registered Agent for PERSONAL IN-HOME CARE, SERVICES, INC.

Bruce M. Stamper
BRUCE M. STAMPER