

P99000101309
TRANSMITTAL LETTER

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

100003039041-2
11/18/99 78.75 11/17/99 78.75

SUBJECT: FLORIDA HOMECARE MEDICAL, Inc
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

- \$70.00 Filing Fee
 - \$78.75 Filing Fee & Certificate
 - \$122.50 Filing Fee & Certified Copy
 - \$131.25 Filing Fee, Certified Copy & Certificate
- Additional Copy Required**

99 NOV 18 PM 2:37
FILED
DEPT OF STATE
TALLAHASSEE, FLORIDA

FROM: MORRIS STANTON
Name (printed or typed)
8405 N Pine Haven Pt
Address
CRYSTAL RIVER FL 34428
City, State & Zip
(352) 795-9192
Daytime Telephone number

IN99-25974

NOTE: Please provide the original and one copy of the articles.

CHC 11-18-99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 12, 1999

MORRIS STANTON
8405 N. PINE HAVEN PT
CRYSTAL RIVER, FL 34428

We have received your document for FLORIDA HOMECARE MEDICAL, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Cheryl Gallmon-Case
Document Specialist

Letter Number: 799A00054587

**ARTICLES OF INCORPORATION
OF
Florida Homecare Medical, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Article I.
Name.**

The name of this corporation is **Florida Homecare Medical, Inc.** The corporation's principle office street address is 3221 S. Florida Avenue, Inverness Fl. 34452. The corporation's mailing address is P.O. Box 1372, Crystal River Fl. 34423.

**Article II.
Purpose.**

This corporation is organized for the purpose of transacting any or all lawful business.

**Article III.
Capital Stock.**

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

**Article IV.
Preemptive Rights**

Every shareholder, upon the sale for cash or any new stock of this corporation of the same kind, class or series as that which he(she) already holds, shall have the right to purchase his(her) pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**Article V.
Initial Registered Office and Agent.**

The street address of the initial registered office of this corporation is 8405 N. Pine Haven Point, Crystal River, FL 34428. and the name of the initial registered agent of this corporation is Y. MORRIS STANTON, at this address.

Article VI.
Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or decreased (diminished) from time to time by the bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

Y. MORRIS STANTON
8405 N. Pine Haven Point
Crystal River, FL 34428

Article VII.
Incorporator.

The name and address of the person signing these articles is

Y. MORRIS STANTON
8405 N. Pine Haven Point
Crystal River, FL 34428

Article VIII.
Bylaws.

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

Article IX.
Cumulative Voting.

At each election for directors, every shareholder entitled to vote as such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or be distributing such votes on the same principle among any number of such candidates.

Article X.
Approval of Shareholders Required for Merger.

The approval of the shareholders of this corporation to any such plan of merger shall be required in every case, whether or not such approval is required by law.

Article XI.
Indemnification

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

Article XII.
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 subscriber(s) has(have) executed these Articles of Incorporation this 4th day of November, 1999.



Y. MORRIS STANTON

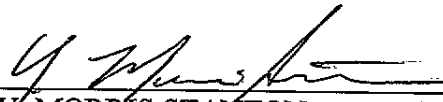
**REGISTERED AGENT'S FORMAL
ACKNOWLEDGMENT AND ACCEPTANCE.**

HAVING BEEN NAMED as Registered Agent and designated to accept Service of Process for the above name corporation at the place designated hereinabove:

I HEREBY ACCEPT the appointment as Registered Agent and agree to act in this capacity.

I FURTHER AGREE to comply with the provisions of the applicable statutes relating to the proper and complete performance of my duties.

I AM FAMILIAR with and accept the obligation of my position as Registered Agent.



Y. MORRIS STANTON
8405 N. Pine Haven Point
Crystal River, FL 34428
Phone: (352) 637-4651


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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA
COUNTY OF CITRUS**

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Y. MORRIS STANTON, known to me or who identified himself through Florida Driver's License No. FL S.35397346215 as the person who executed the foregoing Articles of Incorporation, and he did or did not take an oath that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereto set my hand and official seal this 17 day of November, 1999.

 Brooke A Hibbard
My Commission CC728635
Expires March 29, 2002


Notary Public

Brooke A Hibbard
Printed Name

My Commission Expires March 29, 2002

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

FLORIDA Homecare MEDICAL, Inc

2. The name and address of the registered agent and office is:

MORRIS STANTON
(NAME)

8405 N Pine Haven Pt
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

CRYSTAL RIVER FL 34428
(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.


(SIGNATURE)

Nov 4, 1999
(DATE)