

PD6000036862

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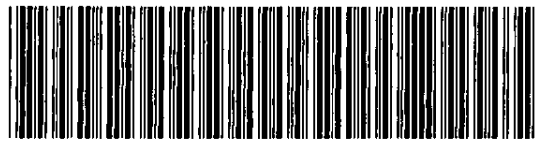
(Business Entity Name)

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08 APR 14 PM 3:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amber Roberts
4-15-08

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Ultimate Home Care, Inc.

DOCUMENT NUMBER: P06000036862

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Keith Wasserstrom

(Name of Contact Person)

Wasserstrom & Associates Consulting

(Firm/ Company)

5011 S State Rd. 7, Suite 106

(Address)

Davie, FL 33314

(City/ State and Zip Code)

For further information concerning this matter, please call:

Keith Wasserstrom

(Name of Contact Person)

at (954) 648-5253

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 4, 2008

KEITH WASSERSTROM
5011 S. STATE RD 7, SUITE 106
DAVIE, FL 33314

SUBJECT: ULTIMATE HOME CARE, INC.
Ref. Number: P06000036862

We have received your document for ULTIMATE HOME CARE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Please return 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) 245-6916.

Carol Mustain
Regulatory Specialist II

Letter Number: 408A00020006

RECEIVED
2008 APR 14 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ULTIMATE HOME CARE, INC.**

FILED
08 APR 14 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**(Original Articles of Incorporation filed with the Secretary of State of
the State of Florida on March 13, 2006, and amended on May 22, 2006)**

Pursuant to Sections 607.11045, 607.1006 and 607.1007 of the Florida Business Corporation Act (the "FBCA"), the Articles of Incorporation of the undersigned corporation are hereby amended and restated in their entirety as follows:

ARTICLE 1

NAME

The name of the corporation (the "Corporation") is: **ULTIMATE HOME CARE, INC.**

ARTICLE 2

PURPOSE

The general purpose for which the corporation is organized is to transact any or all lawful business permitted under the FBCA and the laws of Florida and the United States of America.

ARTICLE 3

PRINCIPAL OFFICE; REGISTERED OFFICE

The address of the principal and registered office of the Corporation and the mailing address of the Corporation is 1001 North Federal Highway, Suite 339, Hallandale Beach, FL 33009. The Registered Agent at that address is Irina Zubok.

ARTICLE 4

CAPITAL STOCK

The total number of shares of stock the Corporation shall have authority to issue is 30,000,000 shares of Common Stock, \$.01 par value per share ("Common Stock").

ARTICLE 5

BOARD OF DIRECTORS

A. Number and Term of Directors. The Corporation's Board of Directors shall consist of not less than one nor more than ten members, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. Each director shall be elected to an initial term expiring at the next ensuing annual meeting of shareholders, in each case until his or her successor is duly elected and qualified or until his or her earlier resignation, death, incapacity or removal from office. The Corporation will use its best efforts to have an uneven number of directors on the Corporation's Board.

B. Vacancies. Whenever any vacancy on the Board of Directors shall occur due to death, resignation, retirement, disqualification, removal, increase in the number of directors, or otherwise, a majority of the remaining directors in office, although less than a quorum of the Board of Directors, may fill the vacancy for the balance of the unexpired term of the vacant directorship, at which time a successor or successors shall be duly elected by provisions these articles and the Corporation's bylaws, only the remaining directors of the Corporation shall have the authority, in accordance with the procedure stated herein and in the Corporation's bylaws, to fill any vacancy that arises on the Board of Directors.

C. Removal. A director may be removed from office prior to the expiration of his or her term: (i) only for cause; and (ii) only upon the affirmative vote of at least two-thirds of the outstanding shares of capital stock of the Corporation entitled to vote for the election of directors.

ARTICLE 6

LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the FBCA, or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article 6 shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE 7

INDEMNIFICATION

The Corporation shall indemnify and advance expenses to, and may purchase and

maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

ARTICLE 8

BY-LAWS

Only an affirmative vote of the holders of a majority of the issued and outstanding shares of the Corporation's capital stock entitled to vote shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.


ARTICLE 9

AMENDMENT

These Amended and Restated Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Article of Incorporation on March 25, 2008.


ULTIMATE HOME CARE, INC.

By: 
Irina Zubok, President

ACKNOWLEDGMENT:

Having been named 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.

Dated this 25 day of March, 2008


Irina Zubok
Registered Agent


**CERTIFICATE
RE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ULTIMATE HOME CARE, INC.**

ULTIMATE HOME CARE, INC., a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Sections 607.1007 and 607.11045 of the Florida Business Corporation Act (the "Act") for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The name of the Corporation is ULTIMATE HOME CARE, INC.
2. The Corporation's Amended and Restated Articles of Incorporation attached hereto (the "Restated Articles") contain certain amendments to the Corporation's Articles of Incorporation, including increasing the authorized capital stock of the company to 30,000,000 shares.
3. The Restated Articles were unanimously adopted and approved by the unanimous written consent of the Shareholders and Board of Directors of the Corporation dated March 25, 2008, the number of votes cast being sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of March 25, 2008.

ULTIMATE HOME CARE, INC.

By: 

Name: Irina Zubok

Title: President