

LAW OFFICES
SADER & ALBERTINE
A PROFESSIONAL ASSOCIATION

MICHAEL O. ALBERTINE
ROBERT L. SADER
ATTORNEYS AT LAW

THOMAS F. DRILL
of Counsel

Also Admitted to New Jersey
Also Admitted in Ohio

P95000003092

January 9, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32301

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-01/11/95--01040--004
***122.50 ***122.50

Re: Home Care Resources, Inc.

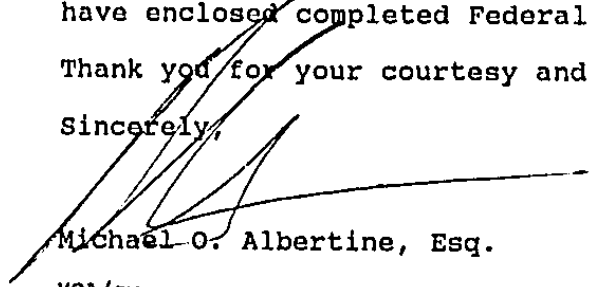
Dear Sir and Madam:

Please find enclosed original and one copy of the Articles of Incorporation for the above-captioned entity. I have also enclosed a check for \$122.50 for the filing of said Articles.

Please return to us a Certified Copy of same via Federal Express. I have enclosed completed Federal Express envelope.

Thank you for your courtesy and cooperation in this matter.

Sincerely,



Michael O. Albertine, Esq.

MOA/cw
Enclosure

Incorp.Home.SecSt.ltr

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1/12/95
P95-3092

ARTICLES OF INCORPORATION
OF
HOME CARE RESOURCES, INC.

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I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be HOME CARE RESOURCES, INC. and the initial address of this corporation shall be 2514 Hollywood Boulevard, Suite 502, Hollywood, Florida 33020.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

| <u>Number of Shares Authorized</u> | <u>Par Value Per Share</u> | <u>Class of Stock</u> |
|--|--------------------------------|---------------------------|
| 7,500 | \$1.00 | Common |

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 2200 W. Commercial Boulevard, Suite 301, Fort Lauderdale, Florida 33309, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Michael O. Albertine, Esq.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The name and address of the first director(s) of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

NAME Robert M. Woronoff
ADDRESS 2514 Hollywood Boulevard, Suite 502
 Hollywood, Florida 33020

NAME Patricia Woronoff
ADDRESS 2514 Hollywood Boulevard, Suite 502
 Hollywood, Florida 33020

NAME Carlos Rodriguez
ADDRESS 2514 Hollywood Boulevard, Suite 502
 Hollywood, Florida 33020

ARTICLE VIII

The name and address of the Incorporator is Michael O. Albertine, Esq., 2200 W. Commercial Boulevard, Suite 301, Fort Lauderdale, Florida 33309.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorized any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

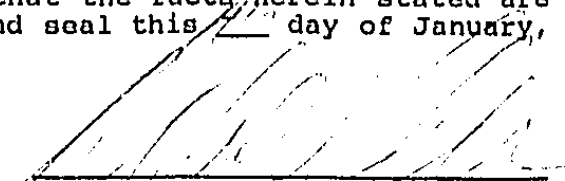
ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE XI

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this day of January, 1995.



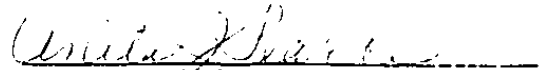
Michael O. Albertine
Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Michael O. Albertine, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed, and that I relied upon the following form of identification of the above-named person:

Personal Knowledge and State of Florida Driver's License

WITNESS my hand and official seal in the State and County aforesaid, this day of January, 1995.



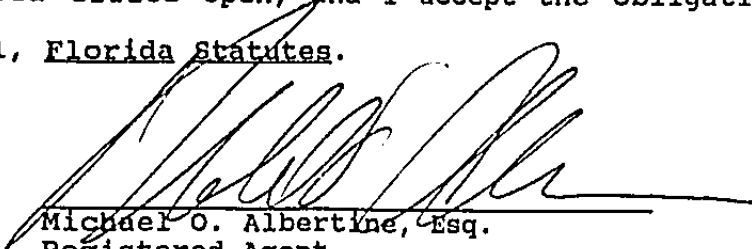
Notary Public
My Commission Expires:
NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: Feb. 25, 1995.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with the laws of Florida, the following is submitted:

First, That HOME CARE RESOURCES, INC. desiring to organize under the laws of the State of Florida, has named Michael O. Albertine, Esq., 2200 W. Commercial Boulevard, Suite 301, Fort Lauderdale, County of Broward, State of Florida 33309, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of Section 607.0501, Florida Statutes.


Michael O. Albertine, Esq.
Registered Agent

DATED: this 4th day of January, 1995.

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

HOME CARE RESOURCES, INC., a North Carolina corporation not qualified in
the State of Florida.

INTO

HOME CARE RESOURCES, INC., a Florida corporation, P95000003092.

File date: April 27, 1995

Corporate Specialist: Carol Mustain

ARTICLES OF MERGER
OF
HOME CARE RESOURCES, INC., a North Carolina corporation
INTO
HOME CARE RESOURCES, INC., a Florida corporation

ARTICLES OF MERGER of HOME CARE RESOURCES, INC., a North Carolina corporation ("HOME CARE") and HOME CARE RESOURCES, INC., a Florida corporation ("HOME CARE OF FLORIDA").

Pursuant to Sections 607.1105 and 607.1107 of the Florida General Corporation Act, (the "Act"), HOME CARE and HOME CARE OF FLORIDA, the latter as the Surviving Corporation, each hereby adopt the following Articles of Merger:

(a) Pursuant to the Agreement and Plan of Merger, attached hereto and made a part hereof as Exhibit "A" (the "Plan of Merger"), HOME CARE be merged into HOME CARE OF FLORIDA and HOME CARE OF FLORIDA shall continue as the Surviving Corporation as more fully set forth in the Plan of Merger.

(b) Pursuant to Section 607.1106 of the Act, the Merger shall be effective, as of 12:01 a.m., May 1, 1995.

(c) The Plan of Merger was unanimously adopted and approved by the respective Boards of Directors and Shareholders of HOME CARE and HOME CARE OF FLORIDA on April 3, 1995, pursuant to the relevant provisions of the Act and North Carolina Business Corporation Act.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 3rd day of April, 1995.

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53 APR 27 PM 12:57
TALLAHASSEE, FLORIDA

Surviving corporation:

HOME CARE RESOURCES, INC.
a Florida corporation

BY: Carlos A. Rodriguez
Carlos A. Rodriguez, President

HOME CARE RESOURCES, INC.
a North Carolina corporation

BY: Carlos A. Rodriguez
Carlos A. Rodriguez, President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made this 3rd day of April, 1995, by and between HOME CARE RESOURCES, INC., a North Carolina corporation, ("HOME CARE") and HOME CARE RESOURCES, INC., a Florida corporation ("HOME CARE OF FLORIDA").

W I T N E S S E T H

WHEREAS, HOME CARE is duly organized and existing under the laws of the State of North Carolina; and

WHEREAS, HOME CARE OF FLORIDA is duly organized and existing under the laws of the State of Florida; and

WHEREAS, the respective Directors and Shareholders of HOME CARE AND HOME CARE OF FLORIDA deem it to be in the best interests of their respective corporations that HOME CARE merge with and into HOME CARE OF FLORIDA (the "Merger"), pursuant to which HOME CARE OF FLORIDA will be the surviving corporation in a reorganization described in Section 368 (a) (1) (F) of the Internal Revenue Code of 1986, as amended, upon the terms and conditions set forth in this Agreement and Plan of Merger (the "Agreement"), and pursuant to the applicable laws of the States of North Carolina and Florida; and

WHEREAS, the respective Directors and Shareholders of HOME CARE AND HOME CARE OF FLORIDA have approved this Agreement by Corporate Actions duly adopted and approved;

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein and subject to the terms and conditions hereof, the parties hereto agree as follows:

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TALLAHASSEE, FLORIDA

1. Merge; Conversion of Shares.

1.1 Upon the Effective Date (as hereinafter defined in Section 2.3), HOME CARE shall be merged into HOME CARE OF FLORIDA, which shall be the surviving corporation (the "SURVIVING CORPORATION"), in accordance with the terms hereof and the applicable laws of the States of Florida and North Carolina. The corporate existence of the SURVIVING CORPORATION, with all its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger, and, as the SURVIVING CORPORATION, it shall carry on the business of HOME CARE and shall be governed by the laws of the State of Florida. The separate existence and corporate organization of HOME CARE shall cease upon the Effective Date, and thereupon, the SURVIVING CORPORATION and Home Care shall be a single corporation under the name "HOME CARE RESOURCES, INC.", a Florida corporation.

1.2 Immediately upon the Effective Date, the SURVIVING CORPORATION shall possess all of the rights, privileges, immunities, franchises, powers and purposes of each of the merging corporations; all property, real, personal, and mixed, all debts due on whatever account, including subscriptions to shares, all other choses in action, and all and every other interest of or belonging to or due to HOME CARE, shall vest in the SURVIVING CORPORATION without further act or deed; and the SURVIVING CORPORATION shall be responsible and liable for all the liabilities and obligations of HOME CARE, all in accordance with, and with the

effect stated in the Florida General Corporation Law, Chapter 607 of the Florida Statutes.

1.3 Upon the Effective Date, the shares of stock of HOME CARE shall be converted or exchanged as follows:

1.3.1 Each share of HOME CARE outstanding on the Effective Date shall automatically be canceled and retired, and the holder of an outstanding certificate or certificates theretofore representing such share of common stock shall be entitled, upon surrender of such certificate or certificates to the SURVIVING CORPORATION, to receive .222 of a share of the voting common stock of the SURVIVING CORPORATION for each share of common stock of Home Care theretofore represented by the certificate or certificates so surrendered.

1.3.2 Any and all shares of HOME CARE common stock held as treasury stock on the Effective Date shall be canceled and retired.

1.3.3 Each share of common stock of the SURVIVING CORPORATION outstanding on the Effective Date shall continue to be outstanding and shall continue to represent a share of the SURVIVING CORPORATION.

2. Shareholder Approval; Filing Date; Effective Date.

2.1 This Agreement shall require the approval of the respective shareholders of HOME CARE and the SURVIVING CORPORATION.

2.2 If the Agreement shall have been approved by the respective shareholders of HOME CARE and the SURVIVING CORPORATION

In accordance with Section 2.1, and if the Merger is not thereafter terminated as permitted by the provisions of this Agreement, then the appropriate officers of HOME CARE and the SURVIVING CORPORATION shall sign and verify Articles of Merger substantially in the forms annexed hereto as Exhibits "A" and "A-1", as promptly as is practicable, shall deliver such Articles of Merger to the Department of State of Florida and Secretary of State of North Carolina to be filed.

2.3 The effective date of the merger shall be 12:01 a.m., May 1, 1995.

3. Certificate of Incorporation; By-Laws; Board of Directors; Officers.

3.1 The Certificate of Incorporation and By-Laws of the SURVIVING CORPORATION, as in effect on the Effective Date, shall not be affected by the Merger, but shall remain the Certificate of Incorporation and By-Laws of the SURVIVING CORPORATION, until the same shall be altered or amended in accordance with the provisions thereof and the laws of the State of Florida.

3.2 The directors of the SURVIVING CORPORATION on the Effective Date shall continue to be the directors of the SURVIVING CORPORATION and shall hold office from the Effective Date until their successors shall have been duly elected and qualified, in accordance with the Certificate of Incorporation and By-Laws of the SURVIVING CORPORATION;

3.3 The officers of the SURVIVING CORPORATION on the Effective Date shall continue to be the officers of the Surviving

Corporation, and shall hold their respective offices from the Effective Date until their respective successors shall have been appointed or elected and qualified in accordance with the Certificate of Incorporation and By-Laws of the SURVIVING CORPORATION.

4. Termination.

4.1 HOME CARE and the SURVIVING CORPORATION shall each have the right, at their option and in their sole discretion, to terminate this Agreement at any time prior to the filing of the Articles of Merger with the Departments of State of the States of Florida and North Carolina, notwithstanding the approval of this Agreement by their respective shareholders.

4.2 If the Agreement is terminated as provided herein, the Agreement shall forthwith become void and of no effect.

5. Amendment.

5.1 This Agreement may be amended by the SURVIVING CORPORATION and HOME CARE in any manner as may be authorized by the respective Boards of Directors of the SURVIVING CORPORATION and HOME CARE.

6. Miscellaneous.

6.1 All costs and expenses of the SURVIVING CORPORATION and of HOME CARE incident to preparing, entering into and carrying out this Agreement and consummating the Merger, including, without limitation, fees and expenses of counsel, cost of printing and mailing any information materials or other materials to be prepared

and furnished in connection with the Merger, shall be borne equally by HOME CARE and the SURVIVING CORPORATION.

6.2 All notices and communications hereunder shall be in writing and shall be deemed duly given upon delivery, if delivered personally, or upon mailing, if mailed by registered mail, postage prepaid, return receipt requested, to the parties at the following addresses, or at such other address as shall be specified for a party by such notice:

If to HOME CARE:

Carlos A. Rodriguez
2514 Hollywood Blvd., Ste. 502
Hollywood, Florida 33020

If to HOME CARE OF FLORIDA:

Carlos A. Rodriguez
2514 Hollywood Blvd., Ste. 502
Hollywood, Florida 33020

6.3 This Agreement, including the Exhibits hereto, supersedes all prior agreements between the parties, whether written or oral, is intended as a complete and exclusive statement of the terms of the Merger between the parties, may not be changed or terminated orally, and shall be governed by Florida law. The headings contained in this Agreement are for the purposes of reference only and shall not affect in any way the meaning or interpretation of this Agreement.

6.4 This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which, taken together shall be deemed to be one and the same instrument.

IN WITNESS WHEREOF, HOME CARE AND HOME CARE OF FLORIDA, pursuant to the approval and authority duly granted under corporate actions adopted and approved by their respective Directors and Shareholders, have each caused this Agreement to be executed by its President and its corporate seal to be affixed hereto and attached by its Secretary the day and year first above written.

HOME CARE RESOURCES, INC.
a North Carolina corporation

By: Carlos A. Rodriguez
Carlos A. Rodriguez, President

(CORPORATE SEAL)

Attest: Patricia Woronoff
Patricia Woronoff, Secretary

HOME CARE RESOURCES, INC.
a Florida corporation

By: Carlos A. Rodriguez
Carlos A. Rodriguez, President

(CORPORATE SEAL)

Attest: Patricia Woronoff
Patricia Woronoff, Secretary

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION FOR REINSTATEMENT
 P95000003092

FILED

96 OCT -2 PM 3:35

DOCUMENT # P95000003092

1 Corporation Name

HOME CARE RESOURCES, INC.

Principal Place of Business Mailing Address

2514 Hollywood Blvd. Suite 308 Hollywood, Fl 33020 SAME

300001978293--4
 -10/17/96--01022--018
 ****383.75 ****983.75

2 How Principal Office Address, if Applicable

3 How Mailing Address, if Applicable

4 Date Incorporated or Qualified To Do Business In Florida 01/10/1995
 5 FET Number 65-0538677 Applied For Not Applicable
 6 CERTIFICATE OF STATUS DESIRED \$8.75 Additional Fee required for a Certificate of Status

7 Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

| 1 Title(s) | 2 Name of Officers and/or Directors | 3 Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers) | 4 City / State / Zip |
|------------|-------------------------------------|---|----------------------|
| P/T/D | Carlos A. Rodriguez | 2514 Hollywood Blvd. Suite 308 | Hollywood, Fl 33020 |
| VP/S/D | Bonnie Willey | 2514 Hollywood Blvd. Suite 308 | Hollywood, Fl 33020 |
| | | | |
| | | | |
| | | | |

REINSTATEMENT 96-0538677
 da

8. Name and Address of Current Registered Agent

Michael O. Albertine
 2200 W. Commercial Blvd.
 Suite 301
 Ft. Lauderdale, Fl 33309

9. Name and Address of Now Registered Agent

Name Jose R. Pujols, Esq.
 Street Address (P.O. Box Number is Not Acceptable) 2701 S.W. LeJeune Road
 Suite, Apt. #, Etc. 401
 City Coral Gables State FL Zip Code 33134

10 I, being appointed the registered agent of the above named corporation, do hereby with and accept the obligations of Section 607.0505, F.S.
 Signature of Registered Agent Jose R. Pujols Date 9-30-96
 REGISTERED AGENT MUST SIGN

11 Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes No (See other side for information on intangible tax.)

12 I hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 117.07(3)(k), Florida Statutes. I represent the Florida nonprofit corporation from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I certify that I am an officer or director of the corporation or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., and that all fees, taxes, and other obligations have been paid. The information on this application is true and accurate, and my signature shall have the same legal effect as if made by the corporation.
 SIGNATURE: [Signature] Date 9-30-96 Daytime Phone # 954-973-886

CR-EO-00 (12-95)