

Charter Number Only
P95000011624

2-9-91 Mr Mesa
71200

Requester's Name: Julian Mesa
Address: 3191 Coral Way
City: Miami FL State: FL ZIP: 33145 Phone: 445-1368

VALIDATION ONLY

COMMUNICATIONS SECTION
STATE OF FLORIDA
TALLAHASSEE, FLORIDA 32301

CORPORATION(S) NAME

UNITED HOME CARE, INC.

FILED
FEB 10 1995
STATE OF FLORIDA
TALLAHASSEE



Toll Free: 1-800-432-3028

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- NonProfit Foreign Dissolution Mark
- Limited Partnership Annual Report Other
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Examiner
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Verifier
Acknowledgment
W.P. Verifier

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H. SIMS FEB 10 1995

ARTICLE OF INCORPORATION
OF
UNITED HOMECARE, INC.

FILED
95 FEB 10 11 12 AM
MIAMI

WE, THE UNDERSIGNED, HEREBY ASSOCIATED TOGETHER FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUS OF THE STATE OF FLORIDA, PROVIDING FOR FORMATION, LIABILITIES, RIGHTS, PRIVILEGES AND IMMUNITIES OF CORPORATION FOR PROFIT.

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE UNITED HOMECARE, INC. ITS BUSINESS SHALL BE CARRIED AT MIAMI, FLORIDA, AND AT SUCH OTHER POINTS OR PLACES IN THE STATE OF FLORIDA AND IN THE UNITED STATES AND FOREIGN COUNTRIES AS MAY, FROM TIME TO TIME, BE AUTHORIZED BY THE BOARD OF DIRECTORS. ITS PRINCIPAL OFFICE SHALL BE AT 3191 CORAL WAY SUITE 200 MIAMI, FLORIDA 33145.

ARTICLE II

THE GENERAL NATURE OF THE BUSINESS OR BUSINESSES TO BE TRANSACTED IS AS FOLLOWS:

SECTION I: THAT OF HOME HEALTH CARE AND RELATED MEDICAL SERVICES.

SECTION II: THAT OF PURCHASING, LEASING, RENTING, SELLING HOLDING AND OTHERWISE ACQUIRING AND DISPOSING OF REAL ESTATE AND PERSONAL PROPERTY, BOTH TANGIBLE AND INTANGIBLE, AND CHOOSES IN ACTION EITHER AS OWNER, BROKER AGENT OR FACTOR.

SECTION III: IN THE PURCHASE OR ACQUISITION OF PROPERTY, BUSINESS RIGHTS OR FRANCHISES, OR FOR ADDITIONAL WORKING CAPITAL OR FOR ANY OTHER OBJECT IN OR ABOUT ITS BUSINESS OF AFFAIRS, AND WITHOUT LIMIT AS TO AMOUNT, TO INCUR DEBTS, AND TO RAISE, BORROW AND SECURE THE PAYMENT OF MONEY IN ANY LAWFUL MANNER, INCLUDING THE ISSUE AND SALE OR OTHER DISPOSITION OF BONDS, WARRANTS, DEBENTURES, OBLIGATIONS, NEGOTIABLE AND TRANSFERABLE INSTRUMENTS AND EVIDENCE OF INDEBTEDNESS OF ALL KINDS, WHETHER SECURED BY MORTGAGE, PLEDGE, DEED OF TRUST, OR OTHERWISE.

SECTION IV: THIS CORPORATION SHALL HAVE ALL THE GENERAL POWERS, TOGETHER WITH ALL THE ADDITIONAL AND SPECIFIC POWERS GRANTED BY THE LAWS OF THE STATE OF FLORIDA, AS WELL AS ALL IMPLIED POWERS IN CARRYING OUT THE FOREGOING EXPRESSED POWERS.

SECTION V: THE FOREGOING CLAUSES SHALL BE CONSTRUED BOTH AS OBJECTS AND POWERS, BUT NO RECITATION, EXPRESSION OR DECLARATION OR SPECIFIC OR SPECIAL POWERS OR PURPOSES HEREIN ENUMERATED SHALL BE DEEMED TO BE EXCLUSIVE, BUT IT IS HEREBY EXPRESSLY DECLARED THAT ALL OTHERS LAWFUL POWERS PERMITTED TO CORPORATIONS FOR PROFIT ARE HEREBY INCLUDED.

ARTICLE III

THE MAXIMUM NUMBER OF SHARES OF STOCK THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME SHALL BE 1000 SHARES OF \$1.00 PAR VALUE.

ARTICLE IV

THIS CORPORATION SHALL BEGIN BUSINESS WITH A CAPITAL OF NOT LESS THAN (\$ 1,000.00) ONE THOUSAND DOLLARS.

ARTICLE V

THIS CORPORATION SHALL EXIST PERPETUALLY

ARTICLE VI

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE LOCATED IN MIAMI FLORIDA, AND IT MAY HAVE SUCH OTHER PLACES OF BUSINESS, BOTH WITHIN AND OUTSIDE THE STATE OF FLORIDA AND IN FOREIGN COUNTRIES, AS MAY BE NECESSARY OR CONVENIENT.

ARTICLE VII

THE BUSINESS OF THIS CORPORATION SHALL BE CONDUCTED BY A BOARD OF DIRECTORS OF NOT LESS THAN ONE (1) DIRECTOR, THE EXACT NUMBER OF DIRECTORS TO BE FIXED BY THE BY-LAWS OF THIS CORPORATION.

ARTICLE VIII

THE NAME AND POST OFFICE ADDRESSES OF THE FIRST BOARD OF DIRECTORS OF THIS CORPORATION, WHO SHALL HOLD OFFICE UNTIL ORGANIZATION MEETING OF THIS CORPORATION, AND UNTIL THEIR SUCCESSORS ARE ELECTED AND HAVE QUALIFIED IS JULIAN L. MESA 3191 CORAL WAY SUITE 200, MIAMI, FLORIDA 33145.

THE OFFICES TO BE HELD BY THE ABOVE NAMED DIRECTOR IS AS FOLLOWS:

JULIAN L. MESA - PRESIDENT

ARTICLE IX

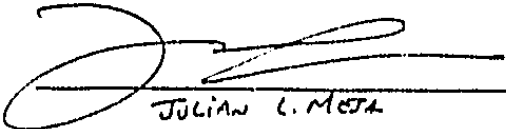
THE NAMES AND POST OFFICE ADDRESSES OF EACH SUBSCRIBER OF THESE ARTICLES OF INCORPORATION, AND A STATEMENT OF THE NUMBER OF SHARES OF STOCK WHICH EACH AGREES TO TAKE IS AS FOLLOWS:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. SHARES</u>	<u>VALUE</u>
JULIAN L. MESA	3191 CORAL WAY SUITE 200 MIAMI, FL. 33145.	1,000	\$ 1,000.00

ARTICLE X

THE PROVISION OF THIS CHARTER, AND EACH AND EVERY ARTICLE AND SECTION HEREOF, AND THE BY-LAWS OF THIS CORPORATION SHALL BE CONSIDERED A PART OF EVERY CONTRACT AND TRANSACTION TO WHICH THIS CORPORATION SHALL BE A PARTY. EVERY PERSON, ASSOCIATION AND/OR CORPORATION DEALING WITH THIS CORPORATION IN HEREBY CHARGED WITH NOTICE AND KNOWLEDGE OF THIS CORPORATION.

IN WITNESS WHEREOF, WE HAVE HEREUNTO SET OUR HANDS AND SEALS
THIS 9TH DAY OF FEBRUARY A.D. 1995.



JULIAN L. MESA (SEAL)

(SEAL)

STATE OF FLORIDA

COUNTY OF DADE

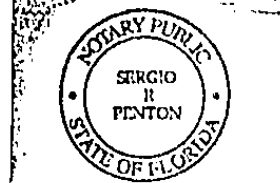
BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARED
JULIAN L. MESA TO ME WELL KNOWN TO BE THE PERSON DESCRIBED IN AND
WHO EXECUTED AND SUBSCRIBED TO THE FOREGOING ARTICLES OF
INCORPORATION AND THEY ACKNOWLEDGE, BEFORE ME, THAT THEY EXECUTED
THE SAME AND SUBSCRIBED TO THE SAME FOR THE PURPOSES THEREIN
EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL AT MIAMI, FLORIDA SAID STATE
AND COUNTY, THIS 9TH DAY OF FEBRUARY A.D. 1995.



NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:



OFFICIAL NOTARY SEAL
COMMISSION NO. CC94131
MY COMMISSION EXP. JULY 20, 1998

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

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:

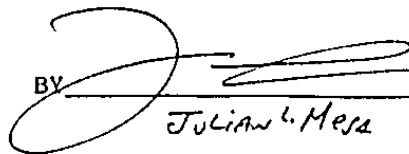
FIRST THAT UNITED HOMECARE, INC., DESIRING TO ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT CITY OF MIAMI, COUNTY OF DADE, STATE OF FLORIDA.

HAS NAMED JULIAN L. MESA LOCATED AT 3191 CORAL WAY SUITE 200 CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE. I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

BY



Julian L. Mesa

55 FEB 10 PM 12:58

FILED

P950000 / 1624

Chart Number

5/19/96 Miami

Requestor's Name: SERGIO R. PENTON
Address: 3147 Coral Way #200
City: Miami FL 33133
Phone: 448-1362A

VALIDATION ONLY

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CORPORATION(S) NAME

UNITED HOME CARE, INC.

Empire
Toll Free: 1-800-432-3028

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96 MAY 13 AM 11:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

- Profit
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- Annual Report
- Other
- Reinstatement
- Reservation
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- Call When Ready
- Call If Problem
- After 4:30
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- Will Wait
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Acknowledgment
W.P. Verifier

5/13
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96 MAY 13 AM 9:59
DIVISION OF CORPORATION 1
C.A.

AMENDMENT TO THE
ARTICLES OF INCORPORATION
 OF
UNITED HOMECARE, INC.

RECD
 96 MAY 13 AM 11:51
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

The undersigned, Julian L. Mesa, as President of UNITED HOMECARE, INC. a Florida corporation, does hereby certify that at a Special Joint Meeting of the Board of Directors and Shareholders held on May 7, 1996, duly held in accordance with Florida Statutes and the Articles of Incorporation and By-Laws of the corporation, at which a quorum was present and acted throughout, the following resolution was duly adopted:

ARTICLE I

1) Article I of the Articles of Incorporation of UNITED HOMECARE, INC., is hereby amended to read as follows:

UNITED PERSONNEL STAFFING, INC.

IN WITNESS WHEREOF, the undersigned President of the corporation has executed these Articles of Amendment, this 7th day of May 1996.

United Personnel Staffing, Inc.
 f/k/a-United Homecare, Inc.

By: _____
 Julian L. Mesa, President

STATE OF FLORIDA)
 SS
 COUNTY OF DADE)

BEFORE ME the undersigned authority, duly authorized to administer oaths in the State and County aforesaid, personally appeared Julian L. Mesa, as President, of United HomeCare, Inc., a Florida corporation, who after being first duly sworn deposes and says that he has executed the foregoing Articles of Amendment for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 9th day of MAY, 1996.

 NOTARY PUBLIC, State of Florida.

My Commission Expires:

