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96 APR 25 AM 9:33

DIVISION OF CORPORATION

CSC networks
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SECRETARY OF CORPORATIONS
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96 APR 25 PM 12:43

ACCOUNT NO. : 072100000032

REFERENCE : 981247 4303929

AUTHORIZATION :

Patricia Pajot

COST LIMIT : \$ 337.50

ORDER DATE : April 25, 1996

ORDER TIME : 9:24 AM

ORDER NO. : 931247

CUSTOMER NO: 4303929

900001794879

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
20th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: HOME CARE AMERICA-FLORIDA, L.C

EFFECTIVE DATE:

☒ ARTICLES OF ORGANIZATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Donna Kendrick

EXAMINER'S INITIALS:

ST 4/26

**ARTICLES OF ORGANIZATION
OF
HOME CARE AMERICA - FLORIDA, L.C.**

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These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

1. Name. The name of the this limited liability company is Home Care America - Florida, L.C. (the "Company").
2. Duration. The Company shall exist from the date of filing these Articles with the Department of State until the earlier of December 31, 2046 or the occurrence of any of the events specified in Florida Statutes Section 608.441, unless Members owning a majority of the percentage interests in the Company consent to continue the Company; provided, however, that the Company shall not dissolve upon the occurrence of any of the events described in Florida Statutes Section 608.441(1)(c) with respect to a member that is not a member of the Management Committee.
3. Mailing Address and Street Address. The Company's mailing and street address is 4800 North Federal Highway, Suite 200A, Boca Raton, Florida 33431.
4. Registered Agent and Office. The name of the initial registered agent of the Company is Corporation Service Company. The street address of the initial registered agent of the Company is 1201 Hays Street, Tallahassee, Florida 32301.
5. Additional Members. Additional members to the Company may be admitted by the Management Committee of the Company.
6. Termination of Membership. In the event of the death, retirement, resignation, expulsion, or bankruptcy, or other event that terminates the continued membership of any member of the Management Committee of the Company, the remaining Members may, by a vote of members owning a majority of the percentage interests in the Company, continue the business of the Company. The Company will continue the business in the event of the death, retirement, resignation, expulsion, or bankruptcy, or in the event of the dissolution, of a member or the occurrence of any other event that terminates the continued membership of any member that is not a member of the Management Committee of the Company.

7. Management of the Company. The management of the limited liability company is reserved to a management committee. The following entities will initially be the management committee members:


Name and Address

Home Care America, Inc. 35153
4800 North Federal Highway
Suite 200A
Boca Raton, Florida 33431

Home Care America L.C. Member, Inc.
4800 North Federal Highway
Suite 200A
Boca Raton, Florida 33431

8. Regulations. The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company, by a vote of members owning two-thirds of the percentage interests in the Company.
9. Right to Become Member. An assignee of an interest in the Company may become a member only with the consent of a majority of the percentage interests in the Company.
10. Date of Existence of the Company. The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

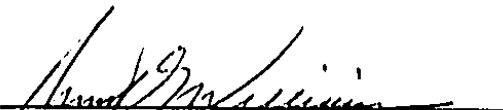
The undersigned executed these Articles of Organization effective as of April 23, 1996.


Signature of a member or authorized
representative of a member.

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of HOME CARE AMERICA - FLORIDA, L.C. deposes and says:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the members is \$100; and
- 3) the total amount of cash or property anticipated to be contributed by members is \$100.


Signature of a member or authorized
representative of a member.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true).

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

Home Care America - Florida, L.C.

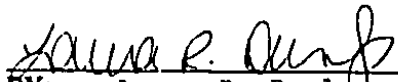
2. The name and address of the registered agent and office is:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

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Having been named as registered agent and to accept service of process for the above stated limited liability company 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.

CORPORATION SERVICE COMPANY


BY: Laura R. Dunlap, Its Agent

April 25, 1996