

M 96660

AMERICARE SERVICES, INC.

20 NW 181st Street
Miami, Florida 33169

e-mail address: ameriserv@aol.com

Tel: (305) 770-1141
Fax: (305) 770-1252

May 3, 1999

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

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**RE: AMENDED ARTICLES OF INCORPORATION of AMERICARE HEALTH
CARE SERVICES, INC.**

Dear Sir or Madam:

Enclosed please find two (2) original Amended Articles of Incorporation of **Americare Health Care Services, Inc.**

I have also enclosed a check in the amount of \$43.75 (\$35.00 for the filing fee, and \$8.75 for a certified copy), and a self addressed pre-paid envelope for our certified copy.

If you have any questions, please do not hesitate to call me. Thank you.

Sincerely,



Margaret Heichberger
Secretary

MH:mv

Enclosures as noted.

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FILED
99 MAY -7 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

TLL MAY 7 3 1999

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AMERICARE HEALTH CARE SERVICES, INC.

FILED
99 MAY -7 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following articles of Amendment to its Articles of Incorporation:

AMENDED ARTICLES OF INCORPORATION
OF
AMERICARE HEALTH CARE SERVICES, INC.

ARTICLE I

The name of the corporation shall be: AMERICARE HEALTH CARE SERVICES, INC.

ARTICLE II

The corporation is a Home Health Care Agency and main gauge in such activity of business permitted under the laws of the United States and of this state.

ARTICLE III

1. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 100,000 shares of common stock having \$0.10 par value.

2. The capital stock may be paid for with property, labor or services, at a just valuation to be fixed by the incorporators, or by the directors at a meeting called for such purpose or at the organization meeting.

3. Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the directors of the company.

ARTICLE IV

Except as otherwise provided by the law, the entire voting power for the election of directors and all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE V

The existence of the corporation is perpetual.

ARTICLE VI

The street address of the initial registered office of this corporation is: 20 N.W. 181ST STREET, MIAMI, FLORIDA 33169. And the initial registered agent of this corporation at the above address is: Dr. JOSEPH P. D'ANGELO.

ARTICLE VII

The business of the corporation shall be managed by a Board of Directors consisting of not less than or more than nine (9) persons.

The Board of Directors shall meet each month at a time and date to be announced by the Board.

The Board of Directors assigns responsibility of the agency to the administrator, persons whom shall be named by the Board of Directors.

ARTICLE VIII

Responsibilities of the Board of Directors

ARTICLE IX

The names and street addresses of the member of the first Board of Directors who, unless provided by the Articles of Incorporation, or by the By-Laws, shall hold office for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
MARGARET HEICHBERGER	20 N.W. 181 ST STREET, MIAMI, FL 33169

DR. JOSEPH P. D'ANGELO

20 N.W. 181ST STREET, MIAMI, FL 33169

ARLENE KHOURI

20 N.W. 181ST STREET, MIAMI, FL 33169

ARTICLE X

The names and street addresses of the parties signing the Articles of Incorporation as subscribed is as follows:

NAME

ADDRESS

MARGARET HEICHBERGER

20 N.W. 181ST STREET, MIAMI, FL 33169

ARTICLE XI

The principal address of the corporation is: 20 N.W. 181ST STREET, MIAMI, FL 33169.

ARTICLE XII

The Board of Directors shall be elected at the annual meeting of the shareholders of the corporation by a majority vote of those shareholders attending said meeting in person or by Proxy.

ARTICLE XIII

Quorum for any meeting shall be two thirds attendance and those persons eligible to vote as same. Fiscal year for the corporation shall be January 1 through December 31.

ARTICLE XIV

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV

The objective of the corporation, derived from its statements of mission and philosophy are:

1. To foster and maintain a courteous, considerate and conscientious work environment.

2. To develop and maintain a cohesive team that will promote high standards of patient care.
3. To provide comprehensive, quality health care with a focus on prevention, teaching and rehabilitation.
4. To provide quality well-educated, clinically competent nurses, home health aides, and therapists to our clients.
5. To ensure that the emergency is managed in cost effective manner.
6. To provide maximum continuity in the assignment of personnel to clients by maintaining communication, control, coordination, and accountability.
7. To ensure that the provisions of services is in concert with the principle of cost-effective health care delivery, and the fiscal integrity of the agency.
8. To market Americare Health Care Services, Inc. to the community so as to exemplify our standards of quality and professionalism.
9. To seek opportunities to expand the scope of health services to accommodate the rapidly changing patterns of health care delivery.
10. To comply with the rules and regulations of all applicable state, federal and regulatory agencies.
11. To establish on-going evaluation and periodic re-evaluating procedures to improve the quality of the delivery of health care services.
12. To put forth its best effort to adhere to Americare Health Care Services, Inc.'s hiring standards through extensive screening criteria including, but not limited to, interviews and reference verification.

13. To encourage and promote expansion of health care knowledge by providing free continuing education classes to all employees.
14. To provide nursing services, and medical supplies for patients within the home care setting. Specifically, Americare Health Care Services, Inc. will provide patients within the home with the following services:

Nursing care provided by registered nurses, licensed practical nurses, and/or home health aides. Nursing care may be delivered on a continuous, part-time, or intermittent basis.

ARTICLE XVI

Americare Health Care Services, Inc. provides health care personnel to patients within the home setting.

Americare Health Care Services, Inc. directly provides nursing services and therapies (physical, speech, occupational, respiratory) to patients within the home care setting. Specifically, Americare Health Care Services, Inc. will directly provide patients within the home the following services:

1. Nursing care provided by Registered Nurses, Licensed Practical Nurses, and/or Home Health Aides. Nursing care may be delivered on a continuous, part-time, or intermittent basis.
2. Home health visits or private duty hours by Registered Nurses, Licensed Practical Nurses, and/or Home Health Aides.
3. Case management is directly provided by currently licenced Registered Nurses to determine type appropriateness, and adequacy of the requested services including at

a minimum and initial home visit for assessment of the patient's needs and development of a patient care plan within forty-eight (48) hours of the start of care. On site case management is provided for every patient receiving home care through Americare Health Care Services, Inc.

4. Therapies (Physical, Speech, Occupational, Respiratory) are provided on an intermittent basis. The minimum number of hours that will be serviced is one (1) hour.
5. Americare Health Care Services, Inc. reserves the option to provide therapies under arrangement, if necessary.

ARTICLE XVII

1. The governing body shall consist of the following:
 - a) Dr. Joseph P. D'Angelo, CEO/Administrator
 - b) Margaret Heichberger, Secretary/Treasurer
 - c) Shirley Patrick, Director/Clinical Services
2. The governing body assumes full legal authority and responsibility for the operation of Americare Health Services, Inc. The governing body of Americare Health Care Services, Inc. serves as the governing authority for the home care program, which will function according to Americare Health Care Services, Inc.'s Articles of Incorporation.
3. The governing body reviews Americare Health Care Services, Inc.'s Articles of Incorporation at least annually.
4. The governing body will appoint a Professional Advisory Committee to review and

develop the policies and procedures and prepare an annual evaluation of Americare Health Care Services, Inc., and assist in identifying goals and measuring accomplishments of the organization's operations.

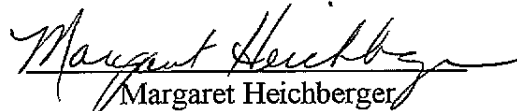
5. The governing body routinely reviews all fiscal affairs and the financial position of the Americare Health Care Services, Inc.
6. The governing body appoints a qualified Administrator and establishes procedures of systematic communication between the two. Performance of the Administrator is monitored regularly through a procedure established by the governing body. Process and documentation reflect that:
 - a) Relevant findings of performance improvement activities are consistently provided to the governing body; and
 - b) Other information relevant to the quality of patient/client care (i.e. unusual occurrences in care/services delivered is also consistently provided through a defined process).
7. The governing body authorizes adequate resources and support to establish and maintain and organization-wide performance improvement program is provide to the governing body.
8. The governing body implements a written conflict of interest policy that included guidelines for the disclosure of any existing or potential conflict of interest.
9. All new governing body members participate in an orientation program that includes:
 - a) Review of their responsibilities in improving organizational performance.
 - b) Review of their responsibilities as defined by the agency By-Laws/Articles of

Incorporation.

10. The governing body will elect the following officers:

- a) Chairman of the Board
- b) President
- c) Secretary/Treasurer

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26th day of April, 1999.


Margaret Heichberger

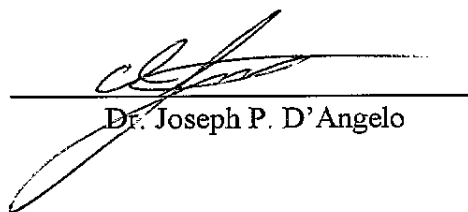
CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is: Americare Health Care Services, Inc.
2. The name and address of the registered agent and office is: Dr. Joseph P. D'Angelo,
20 N.W. 181st Street, Miami, Florida 33169.

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.



Dr. Joseph P. D'Angelo

Date: April 26, 1999

The date of each Amendment's adoption is April 26, 1999.

The Amendments were adopted by the Board of Directors without shareholder action and shareholder action was not required.

Signed this 26th day of April, 1999.


MARGARET HEICHBERGER
Director