

N95000002255

THEODORE J. KLEIN
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VENTURE CENTRE
16886 N.E. 8th AVENUE, SUITE 301
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May 4, 1995

Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-05/03/95--01024--008
****122.50 ****122.50

RE: National Home Care Network of America, Inc.,
A Not For Profit Coporation

Dear Division of Corporations:

Enclosed please find original and one copy of the Articles of Incorporation for the above reference not for profit corporation. I have also enclosed a check in the amount of \$122.50 to cover the cost of filing the Articles of Incorporation. When the Articles have been filed, please forward a certified copy to the undersigned at the address indicated above.

Thank you in advance for your cooperation in this matter.

Very Truly Yours,



Theodore J. Klein,
Attorney at Law

Enclosure
cc:enc: Cody Garden
daily\0504.11

FILED
95 MAY -8 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ATG
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**ARTICLES OF INCORPORATION
OF
NATIONAL HOME CARE NETWORK OF AMERICA, INC.**

95 MAY -8 AM 11:30
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SECRET
TALLAHASSEE, FLORIDA

The undersigned, being of legal age and a natural person, hereby subscribe to, acknowledge and file the following Article of Incorporation pursuant to the applicable provisions of Chapter 617, Florida Not For Profit Corporation Act, for the purpose of creating a not-for-profit corporation under the laws of the State of Florida.

FIRST: The name of this corporation shall be: "NATIONAL HOME CARE NETWORK OF AMERICA, INC."

SECOND: This corporation shall have a perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Secretary of State, State of Florida. Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed by the board of directors exclusively to public charities which would qualify under the provisions of §501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time (hereinafter referred to as the "Code").

THIRD: This corporation is organized solely for educational and charitable purposes pursuant to the Florida Not For Profit Corporation Law set forth in Chapter 617, Florida Statutes. This corporation is further organized to operate exclusively in any other manner for such educational or charitable purposes as will qualify this corporation as an exempt organization under §501(c)(3) of the Code or under any corresponding provision of any subsequent federal laws.

FOURTH: This corporation shall have all the corporate powers provided under Section 617.0302, Florida Statutes, subject to the following limitations on corporate powers:

4.01 No part of the net earnings of this corporation shall inure to the benefit of any member, director, officer of the corporation, or any private individual (except that reasonable compensation and expenses incurred may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, director, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporation's assets on dissolution of the corporation; and

4.02 No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office; and

4.03 This corporation shall not possess or exercise any power of authority either expressly, by interpretation, or by operation of law that will prevent it at any time from qualifying and continuing to qualify as a corporation described in §501(c)(6) of the Code and this corporation shall not engage in any activity which would cause the loss of such qualification; and

4.04 This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

FIFTH: Qualifications for membership in this Corporation shall be set forth in the by-laws.

SIXTH: The initial principal office of this corporation shall be located at 2263 N.W. 2 Avenue, Suite 108, Boca Raton, Florida 33431, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

SEVENTH: The registered agent of this corporation is Theodore J. Klein, Esq., whose address is 16855 N.E. 2 Avenue, Suite 301, North Miami Beach, Florida 33162.

EIGHTH: The affairs and business of the corporation shall be conducted by a board of directors consisting of the number of directors determined by the by-laws of the corporation, but this number shall not be less than three (3) directors. Actions taken by the board of directors shall be accomplished by the affirmative vote of a majority of the directors. Directors shall be elected in the manner prescribed in the by-laws of this Corporation, as in effect from time to time. Directors may be removed and vacancies on the board of directors shall be filled in the manner provided for in the by-laws.

NINTH: The affairs of this corporation shall be administered by officers duly elected by the board of directors at its first meeting following their designation as directors and thereafter at the annual meeting. Officers shall serve at the pleasure of the board of directors.

TENTH: The board of directors shall adopt by-laws of the corporation to provide for the internal control and government of the corporation and shall have the power to amend and repeal the same.

ELEVENTH: The name and address of the original subscriber to these Articles of Incorporation is Theodore J. Klein, whose address is 16855 N.E. 2 Avenue, Suite 301, North Miami Beach, Florida 33162.

TWELFTH: This corporation reserves the right to amend or

repeal any provision contained in these Articles of Incorporation, or any amendment hereto as provided for in the by-laws.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on behalf of this Corporation on this 4 day of May, 1995.

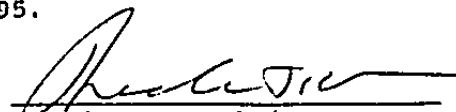

Theodore J. Klein

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Section 617.0501, Florida Statutes, The following is submitted:

First, that National Home Care Network of America, Inc., desiring to organize under the laws of the State of Florida, has named Theodore J. Klein, Esquire, whose address is 16855 N.E. 2nd Avenue, Suite 301, North Miami Beach, Florida 33162, as its agent to accept service of process within Florida (registered agent).

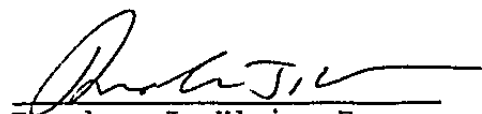
Dated: May 4, 1995.


Theodore J. Klein,
Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the proper performance of my duties.

Dated: May 4, 1995.


Theodore J. Klein, Esq.
Registered Agent

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N95000002255

THEODORE J. KLEIN
ATTORNEY AT LAW
VENTURE CENTRE
16888 N.E. 2ND AVENUE, SUITE 301
NORTH MIAMI BEACH, FLORIDA 33162

FAX (305) 663-3800

PHONE (305) 770-0370

September 26, 1995

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

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*****87.50 *****87.50

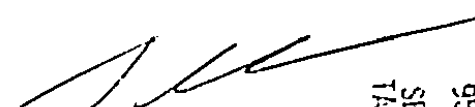
RE: National Home Care Network of America, Inc.
Document No. N95000002255

Dear Division of Corporations:

Enclosed please find a certified copy fee of filing fee \$87.50 together with original and copy of Articles of Amendment for the above referenced Florida Not For Profit Corporation. Please return a certified copy of the filed Articles of Amendment to the undersigned at your earliest convenience.

Thank you in advance for your cooperation in this matter.

Very Truly Yours,


Theodore J. Klein,
Attorney at Law

Enclosure
cc: Cody Garden
daily\0926.8

FILED
95 SEP 28 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. KLEIN GAVE
AUTHORIZATION BY PHONE TO
CORRECT ADD NAME, Ltr
DATE 10-5
DOC. EXAM KFB

NC
CRG
10-5

95 SEP 28 AM 10:49
FILED
TALLAHASSEE, FLORIDA
CLERK OF THE COURT

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
NATIONAL HOME CARE NETWORK OF AMERICA, INC.

The undersigned not for profit corporation, for the purpose of amending its Articles of Incorporation and pursuant to the applicable provisions of Chapter 617, Florida Not For Profit Corporation Law and pursuant to the provisions of the corporation's Articles of Incorporation, executes these Articles of Amendment to the Articles of Incorporation of National Home Care Network of America, Inc.

1. The name of this corporation is currently National Home Care Network of America, Inc.

2. This corporation has no members in being on the date of the execution of this instrument.

3. This amendment has been adopted by the unanimous consent of the board of directors of this corporation.

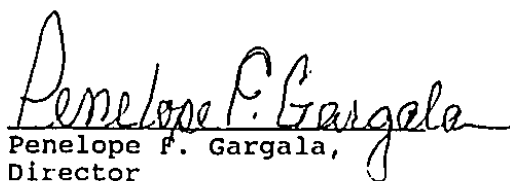
4. This amendment shall be effective (the "Effective Date") commencing on the date of the filing of this instrument with the Florida Department of State.


5. The Articles of Incorporation of this corporation are amended by deleting Article FIRST of the Articles of Incorporation as originally filed, and substituting in its place the following:

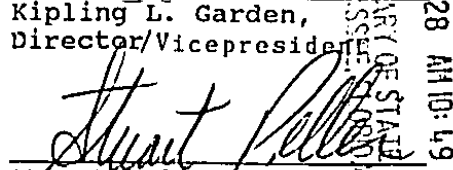
FIRST: The name of this corporation shall be: "HOME CARE CHARITABLE FOUNDATION, INC."

6. Beginning on the Effective Date, references to the Articles of Incorporation of this corporation shall mean the Articles of Incorporation as amended by this amendment and beginning on the Effective Date this corporation shall be known as Home Care Charitable Foundation, Inc.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment on behalf of this Corporation on Sept. 20th, 1995.


Penelope F. Gargala,
Director


Kipling L. Garden,
Director/Vicepresident


Stuart Peller,
Director

95 SEP 28 AM 10:49
FILED
TALLAHASSEE, FLORIDA
CLERK OF THE COURT

hcni\amend.ai