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YUDYTH PEREZ
ISIDORA FERNANDEZ
2750 S.W. 87th Avenue Ste. 206
Miami, FL 33165
PH: (305) 265-0917

March 20, 2000

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*****78.75 *****78.75

Secretary of State
Corporation Division
409 E. Gaines Street
Tallahassee, FL 32399

Re: Five Stars Home Health Services, Inc.

Dear Sir or Madam:

Enclosed please original and one copy of the Articles of Incorporation of the above described corporation together with our check in the amount of \$78.75 payable to the Division of Corporation.

Please file said corporation and return one certified copy to us.

Sincerely,

Yudyth Perez
Yudyth Perez

Enclosures

FILED
00 APR -5 PM 6:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~W00-8193~~

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FLORIDA DEPARTMENT OF STATE

Katherine Harris

Secretary of State

March 28, 2000

YUDITH PEREZ
2750 S.W. 87TH AVENUE
SUITE 206
MIAMI, FL 33165

SUBJECT: FIVE STARS HOME HEALTH SERVICES, INC.
Ref. Number: W00000008193

We have received your document for FIVE STARS HOME HEALTH SERVICES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 500A00016945

ARTICLES OF INCORPORATION
OF
FIVE STAR HOME HEALTH CARE, INC.

FILED
00 APR -5 PM 6:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of FIVE STAR HOME HEALTH CARE, INC. (the "Corporation") under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is: **FIVE STAR HOME HEALTH CARE, INC.**

ARTICLE II

COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III

DURATION

The duration of the Corporation will be perpetual.

ARTICLE IV

PURPOSE

The general purpose or purposes for which the Corporation is organized is to transact any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.

ARTICLE V

PRINCIPAL OFFICE AND MAILING ADDRESS

The street address and mailing address of the principal office of the Corporation is:

2750 SW 87th Avenue, Suite 206
Miami, Florida 33165

ARTICLE VI

AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to issue is One Thousand (1000) shares of Common Stock at \$1.00 par value per share.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 2750 S.W. 87th Avenue, Miami, Florida 33165, and the name of the Corporation's initial registered agent at that address is YUDYTH PEREZ.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time, as provided in the Bylaws. The names and addresses of the initial director(s) are:

<u>Names</u>	<u>Addresses</u>
Yudyth Perez	2750 S.W. 87 th Ave. Ste. 206 Miami, FL 33165
Isidora Fernandez	2750 S.W. 87 th Ave. Ste. 206 Miami, FL 33165

ARTICLE IX

INCORPORATOR

The names and street addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Yudyth Perez	2750 S.W. 87 th Ave. Ste. 206 Miami, FL 33165
Isidora Fernandez	2750 S.W. 87 th Ave. Ste. 206 Miami, FL 33165

ARTICLE X

INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him or her in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4 day of April, 2000.

Yudyth Perez
Yudyth Perez, Incorporator

Isidora Fernandez
Isidora Fernandez, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for FIVE STAR HOME HEALTH CARE, INC., in the foregoing Articles of Incorporation, I hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

Yudyth Perez
Yudyth Perez, Registered Agent

Dated: 04-04-2000

FILED
00 APR -5 PM 6:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA