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ACCOUNT NO. : 072100000032

REFERENCE : 739947 8676A

AUTHORIZATION :

*Patricia K...*

COST LIMIT : \$ 70.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUN 21 PM 5:00

ORDER DATE : June 21, 2000

ORDER TIME : 3:49 PM

ORDER NO. : 739947-005

600003300376--9

CUSTOMER NO: 8676A

CUSTOMER: Elaine R. Steeris, Legal Asst  
MERRILL BOOKSTEIN, ESQ  
MERRILL BOOKSTEIN, ESQ  
4800 North Federal Highway  
Suite 201b  
Boca Raton, FL 33431

DOMESTIC FILING

NAME: HOME CARE FINANCING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom - EXT. 1104

EXAMINER'S INITIALS:

RECEIVED  
00 JUN 21 PM 4:42  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*g 6/22/00*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 JUN 21 PM 5:00

ARTICLES OF INCORPORATION  
OF

HOME CARE FINANCING, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

HOME CARE FINANCING, INC.

The address of the principal office of this corporation shall be 4441 NW 3rd Court, Coconut Creek, Florida 33066, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 4800 N. Federal Highway, Suite 201B, Boca Raton, Florida 33431, and the name of the initial registered agent of the corporation at that address is Merrill A. Bookstein, Esquire.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

Patricia H. Aery  
Pres., V. Pres., Sec., Treas.


4441 NW 3rd Court  
Coconut Creek, Florida 33066

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to  
these Articles of Incorporation:

The Company Corporation  
1013 Centre Road  
Wilmington, Delaware 19805

The undersigned incorporator has executed these  
Articles of Incorporation on June 21, 2000.

  
\_\_\_\_\_  
Its Agent, Laura R. Dunlap  
Incorporator

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

*Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.*

1. The name of the corporation is: HOME CARE FINANCING, INC.

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

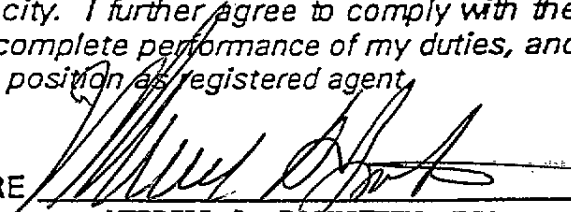
MERRILL A. BOOKSTEIN, ESQ  
(Name)

4800 N. FEDERAL HIGHWAY, SUITE 201B  
(P.O. Box NOT acceptable)

BOCA RATON, FL. 33431  
(City/State/Zip)

*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.*

SIGNATURE

  
MERRILL A. BOOKSTEIN, ESQ  
AS AGENT

DATE 06-21-00

**REGISTERED AGENT FILING FEE: \$35.00**

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUN 21 PM 5:00