

P00000092917

September 27, 2000

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

300003410423--9
-10/02/00--01004--008
*****78.75 *****78.75

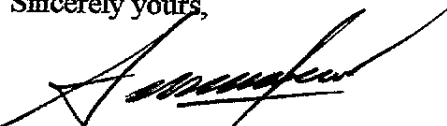
SUBJECT: PROFESSIONAL HOME HEALTH MANAGEMENT, INC.

EFFECTIVE DATE
10-01-00

Dear Sirs:

Enclosed are an original and one (1) copy of the articles of incorporation and a check for \$78.75 applicable to filing fee and to issue a Certificate of Status.

Sincerely yours,



H. Edgar Butterfield
11308 NW 51st Terrace
Miami, FL 33178
Tel.: (305) 463-7277

FILED
00 SEP 29 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch OCT 3 2000

FILED

00 SEP 29 AM 8:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

PROFESSIONAL HOME HEALTH MANAGEMENT, INC.

The undersigned adopts the following Articles of Incorporation to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be **Professional Home Health Management, Inc.**

EFFECTIVE DATE
10-01-00

ARTICLE II - COMMENCEMENT & DURATION

The corporation shall commence its existence on October 1st, 2000 and shall exist perpetually unless sooner dissolved according to law.

ARTICLE III - ADDRESS

The mailing address of the corporation is 11308 NE 51st Terrace, Miami, FL 33178.

ARTICLE IV - STATED CAPITAL

The corporation is authorized to issue the following capital stock:

<u>No. Shares</u>	<u>Classification</u>	<u>Par Value</u>
200	Class A - Common	\$1.00
300	Class B - Common	\$1.00

The holders of Class A- Common Stock shall have six votes per share on all matters voted on by the Shareholders; holders of Class B- Common shall have one vote per share. Subject to applicable Florida statutes, every Shareholder, upon the sale of any new stock of the corporation



of the same kind, class or series as he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V – REGISTERED AGENT

The name and address of the Registered Agent of the corporation is H. Edgar Butterfield, 11308 NW 51st Terrace; Miami, FL 33178

ARTICLE VI – INCORPORATOR

The name and address of the incorporator of the corporation is H. Edgar Butterfield, 11308 NW 51st Terrace; Miami, FL 33178

ARTICLE VII – BOARD OF DIRECTOR

The corporation shall have two directors initially. The number of directors may be increased or decreased from time to time thereafter according to the bylaws of the corporation but shall never be less than one. The name and street address of the initial directors of this corporation are:

H. Edgar Butterfield,
11308 NW 51st Terrace
Miami, FL 33178

M. Luisa Butterfield
11308 NW 51st Terrace
Miami, FL 33178


ARTICLE VIII – SHAREHOLDER PROPERTY

Private property of the shareholders shall not be subject to the payment of the corporation's debts. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of the shareholders to the corporation.

ARTICLE IX – AMENDMENTS TO ARTICLES

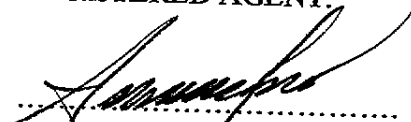
The Directors shall have the power to amend or repeal these Articles of Incorporation with not less than a two-thirds vote of the common stock.

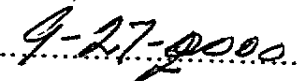
IN WITNESS WHEREOF, the undersigned incorporator executes these Articles of Incorporation this 27 day of September of 2000


.....
Incorporator

ACCEPTANCE BY REGISTERED AGENT

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.


.....
Registered Agent


.....
Date:

FILED
00 SEP 29 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA