

P00000113345



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 926351 4363280

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Puyet*

ORDER DATE : December 11, 2000

ORDER TIME : 3:32 PM

ORDER NO. : 926351-055

600003496276--5

CUSTOMER NO: 4363280

CUSTOMER: Ms. Joy Taylor  
Interim Healthcare Inc.

1601 Sawgrass Corporate  
Parkway  
Sunrise, FL 33323

DOMESTIC FILING

NAME: INTERIM HEALTHCARE OF BREVARD  
COUNTY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 DEC 11 PM 4:51

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2000 DEC 11 PM 4:40  
TO AGENCY  
OFFICE OF  
FILING

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 DEC 11 PM 4:51

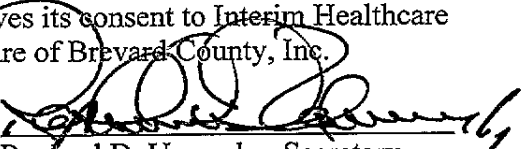
**CONSENT FOR USE  
OF SIMILAR NAME**

On the 7<sup>TH</sup> day of December, 2000

The Board of Directors of Interim HealthCare Inc. passed the following resolution:

RESOLVED that Interim HealthCare Inc. gives its consent to Interim Healthcare of Brevard County, Inc. to use of the name Interim Healthcare of Brevard County, Inc.

Signed

  
Raphael D. Umansky, Secretary

**ARTICLES OF INCORPORATION  
OF  
INTERIM HEALTHCARE OF BREVARD COUNTY, INC.**

00 DEC 11 PM 4:51

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

**NAME:** The name of this Corporation is:

INTERIM HEALTHCARE OF BREVARD COUNTY, INC.

**ARTICLE II**

**DURATION:** The duration of this Corporation shall be perpetual.

**ARTICLE III**

**PURPOSE:** The purposes for which this Corporation is organized are to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE IV**

**CAPITAL STOCK:** The aggregate number of shares, which the Corporation is authorized to issue, is one thousand (1,000) shares of Common Stock, and that are without Par Value.

**ARTICLE V**

**REGISTERED AGENT:** The name and address of the initial registered agent of the Corporation is:

Raphael D. Umansky  
1601 Sawgrass Corporate Parkway  
Sunrise, Florida 33323

**ARTICLE VI**

**DIRECTORS:** The number of the Board of Directors shall be Three.

## **ARTICLE VII**

**DIRECTORS:** The name and address of the Directors are:

Raphael D. Umansky  
1601 Sawgrass Corporate Parkway  
Sunrise, Florida 33323

Philip Baird  
1601 Sawgrass Corporate Parkway  
Sunrise, Florida 33323

Barbara McCann  
1601 Sawgrass Corporate Parkway  
Sunrise, Florida 33323

## **ARTICLE VIII**

**INCORPORATOR:** The name and address of the incorporator is:

Raphael D. Umansky  
1601 Sawgrass Corporate Parkway  
Sunrise, Florida 33323

## **ARTICLE IX**

**INDEMNITY:**     **Section 1. Right to Indemnification.** Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (a) who is or was a member of the Board of Directors or an officer of the Corporation, (b) who is or was an employee or agent of the Corporation and as to whom the Corporation has agreed to grant such indemnity hereunder, or (c) who is or was serving at the request of the Corporation as its representative in the position of director, officer, trustee, partner, agent, or employee of another corporation, partnership, joint venture, trust or other enterprise and as to whom the Corporation has agreed to grant such indemnity hereunder, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, settlements, losses,

damages, costs and expenses, including attorneys' fees, asserted against him or incurred by him or her in his or her capacity as such member of the Board of Directors, director, officer, trustee, member, partner, agent, employee or representative, or arising out of his or her status as such member of the Board of Directors, director, officer, trustee, member, partner, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The Corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, including attorney's fees, whether or not the Corporation would have the legal power to directly indemnify him or her against such liability.


**Section 2. Advances.** Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in Section 1 of this Article in defending a civil or criminal suit, action or proceeding may be paid (and, in the case of members of the Board of Directors or officers of the Corporation, shall be paid) by the Corporation in advance of the final disposition thereof to the extent permitted by applicable law and upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the Corporation as authorized by this Article, and upon satisfaction of other conditions established from time to time by the Board of Directors or required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

**Section 3. Savings Clause.** If this Article or any portion of it is invalidated on any ground by a court of competent jurisdiction, the Corporation nevertheless indemnifies each member of the Board of Directors of the Corporation to the fullest extent permitted by all portions of this Article that has not been invalidated and to the fullest extent permitted by law.

## ARTICLE IX

**PRINCIPAL OFFICE:** The address of the principal office and the mailing address of the Corporation in the State of Florida is 1601 Sawgrass Corporate Parkway, Sunrise, Florida 33323, in the County of Broward.

The undersigned has executed and acknowledged these Articles of Incorporation on 6TH day of DECEMBER 2000.

  
Raphael D. Umansky, Incorporator

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 DEC 11 PM 4:51

The undersigned consents to the appointment as initial registered agent.

Signature of Registered Agent

Date 16 DECEMBER 2000

STATE OF FLORIDA  
COUNTY OF BROWARD

Sworn to and subscribed before me by Raphael D. Umansky who is personally known to me on  
this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
Notary Public

Seal