



Law Office of

John L. Maloney, P.A.

Attorney at Law

PO1000056396

May 29, 2001

Secretary of State  
Bureau of Corporate Records  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-06/01/01--01036--015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Incorporation of United Home Care, Inc.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation of the above named corporation. Also enclosed is a check in the amount of \$78.75 for filing, registered agent designation and certified copy.

Please process this at your earliest convenience and return the certified copy of the Articles of Incorporation in the enclosed self-addressed, stamped envelope.

If you have any questions, please do not hesitate to call.

Very truly yours,

*John L. Maloney*  
John L. Maloney, Esquire

JLM:caj  
Enclosures  
cc: James Gillespie

2001 JUN -1 PM 12:03  
STATE  
TALLAHASSEE FLORIDA

6/7/01

ARTICLES OF INCORPORATION

OF

UNITED HOME CARE, INC.

2001 JUN -1 PM 12:03

STATE  
TALLAHASSEE FLORIDA

ARTICLE I

NAME

The name of the Corporation is UNITED HOME CARE, INC., whose business address shall be 35246 U.S. Highway 19 North, PMB 169, Palm Harbor, Florida 34684.

ARTICLE II

DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Department of State of Florida.

ARTICLE III

PURPOSES

This Corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$.10 par value common stock.

ARTICLE V

REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of this Corporation is 3862 Central Avenue, St. Petersburg, Florida 33711. The name of the initial registered agent of this Corporation at that address is John Maloney.

ARTICLE VI

INCORPORATOR

The names and address of the person signing these Articles of Incorporation is:

NAME	ADDRESS
John Maloney	3862 Central Avenue, St. Petersburg, Florida 33711

ARTICLE VII

INDEMNIFICATION

The Corporation shall indemnify any officer or Director or any former officer or Director, to the full extent permitted by law.

ARTICLE VIII

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the Shareholders.

## ARTICLE IX

### COMPENSATION FOR OFFICERS

Until rescinded by vote of a majority of the Shareholders, the Board of Directors of the Corporation shall be entitled to fix officers' salaries and other compensation whether or not any one or more officer also serves as Director of the Corporation.

## ARTICLE X

### SHAREHOLDER RESCISSION NOTICE

The Corporation shall not sell shares of stock in the Corporation to five or more persons without giving the fifth and each successive purchaser a notice of their right to rescind the purchase within three days after the first tender of consideration for the purchased shares pursuant to Florida Statute §517.061(11)(a)(5).

## ARTICLE XI

### INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the Corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

## ARTICLE XII

### LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the Corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual

election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

#### ARTICLE XIII

##### CUMULATIVE VOTING

At each election for Directors every Shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

#### ARTICLE XIV

##### AMENDMENT

The Board of Directors shall have no authority to alter or amend the Articles of Incorporation unless consent is first given by a majority action of the Shareholders of the Corporation.

#### ARTICLE XV

##### ANNUAL FINANCIAL STATEMENTS

Upon resolution of the Shareholders, the Corporation need not furnish its Shareholders annual financial statements within 120 days of the close of each fiscal year as otherwise required under Florida Statute §607.1620 (1997).

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 29th day of May, 2001.

  
INCORPORATOR

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 29th day of May, 2001, by John Maloney who is personally known to me or who has produced driver's licenses as identification and ~~and~~ not take an oath.



Catherine Anne Jermont  
Printed Name: Catherine Anne Jermont  
Notary Public  
Serial Number, if any: #DD 027296

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of United Home Care, Inc. which is contained in the foregoing Articles of Incorporation.

Dated this 29th day of May, 2001.

John Maloney  
REGISTERED AGENT

FILED  
2001 JUN -1 PM 12:03  
CLERK OF DISTRICT COURT  
TALLAHASSEE FLORIDA