

P01000122305

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

(Business Entity Name)

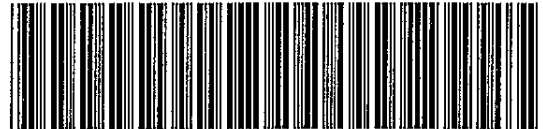
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Robert C. Hixdel, Jr. gave
authority to delete Art. III
Incorporator in its entirety.
I make all correct so doc
can be filed. ac 4/9/03

Office Use Only



000014433320

04/15/03--01001--004 **5.00

04/25/03--00016--008 **30.00

03 APR 14 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

amended res
K/C
11/11

LAW OFFICES OF
Robert C. Gindel Jr., P.A.

ROBERT C. GINDEL, JR.
MEMBER OF THE FLORIDA BAR

SUITE 103, FLAGLER SQUARE
1850 FOREST HILL BOULEVARD
WEST PALM BEACH, FLORIDA 33406
TELEPHONE (561) 649-2344
TELEFAX (561) 965-8550

April 9, 2003

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

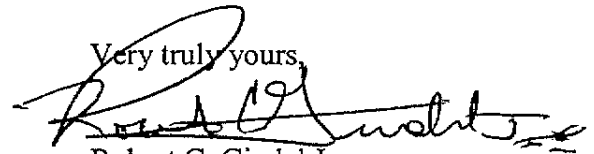
Re: United Nursing Agency Incorporated
Our File No.: 02-109

Dear Ms. Chestnut:

Pursuant to our conversation this morning enclosed is a check in the amount of five (5) dollars accounting for the filing fee for the Amended and Restated Articles of Incorporation for United Nursing Agency Incorporated. I want to thank you for your assistance in helping to correct the error.

If you should need anything further, please do not hesitate to contact me.

Very truly yours,



Robert C. Gindel Jr.

RCG/ga
Enclosure (\$5.00)



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 2, 2003

LAW OFFICES OF ROBERT C. GINDEL JR., P.A.
% ROBERT C. GINDEL, JR.
1850 FOREST HILL BLVD., STE 103
WEST PALM BEACH, FL 33406

SUBJECT: UNITED NURSING AGENCY INCORPORATED
Ref. Number: P01000122305

We have received your document for UNITED NURSING AGENCY INCORPORATED and check(s) totaling \$30.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please list the present name of the corporation in the heading. Balance due is \$5.00. Also, the corporate file date is 12-27-2001. It has been listed as 12-27-2003.

Please entitle your document Amended and Restated Articles of Incorporation.

Restated Articles of Incorporation for a Florida profit corporation are filed pursuant to section 607.1007, Florida Statutes. Enclosed is copy of chapter 607.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please return 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) 245-6908.

Anna Chesnut
Document Specialist

Letter Number: 503A00019901

LAW OFFICES OF
Robert C. Gindel Jr., P.A.

ROBERT C. GINDEL, JR.
MEMBER OF THE FLORIDA BAR

SUITE 103, FLAGLER SQUARE
1850 FOREST HILL BOULEVARD
WEST PALM BEACH, FLORIDA 33406
TELEPHONE (561) 649-2344
TELEFAX (561) 965-8550

March 25, 2003

Florida Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32314

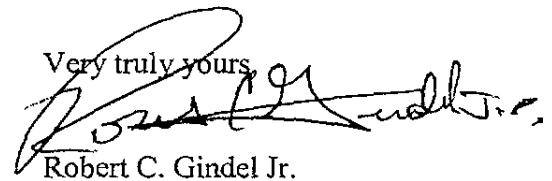
Re: United Nursing Agency Incorporates
Our File No.: 02-109

Dear Sir or Madam:

With reference to the above-captioned corporation, on March 19, 2003 an Articles of Amendment to Articles of Incorporation of United Nursing Agency Incorporated was sent to the Department of State, Division of Corporations, however these Articles of Amendment to Articles of Incorporation of United Nursing Agency Incorporated does not conform to Florida Law. In this regard, enclosed is the correct executed Amended and Restated Articles of Incorporation of United Nursing Agency Incorporated. Please stamp date the extra copies and return them to me in the enclosed self-addressed stamped envelope provided for your convenience. Please note that a check in the amount of \$35.00 was sent on March 19, 2003 accounting for the amendment fee.

If you should need anything further, please do not hesitate to contact me.

Very truly yours,



Robert C. Gindel Jr.

RCG/ga
Enclosures

RECEIVED
03 APR - 3 AM 12:49
DIVISION OF CORPORATIONS

LAW OFFICES OF
Robert C. Gindel Jr., P.A.

ROBERT C. GINDEL, JR.
MEMBER OF THE FLORIDA BAR

SUITE 103, FLAGLER SQUARE
1850 FOREST HILL BOULEVARD
WEST PALM BEACH, FLORIDA 33406
TELEPHONE (561) 649-2344
TELEFAX (561) 965-8550

March 19, 2003

Florida Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32314

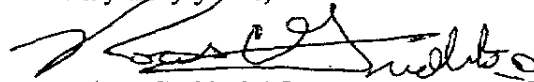
Re: United Nursing Agency Incorporates
Our File No.: 02-109

Dear Sir or Madam:

With reference to the above-captioned corporation, enclosed is the executed Articles of Amendment to Articles of Incorporation of United Nursing Agency Incorporated. A check in the amount of \$35.00 is enclosed as your fee. Please stamp date the extra copies and return them to me in the enclosed self-addressed stamped envelope provided for your convenience.

If you should need anything further, please do not hesitate to contact me.

Very truly yours,


Robert C. Gindel Jr.

RCG/ga
Enclosures

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
UNITED NURSING AGENCY INCORPORATED**

FILED
03 APR 14 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1007, Florida Statutes, this Florida profit corporation amends and restates following articles of incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this corporation is FirstUnited Nursing Agency Incorporated.

**ARTICLE II
DURATION**

This Corporation shall exist in perpetuity.

**ARTICLE III
PRINCIPAL OFFICE**

The mailing address of this corporation FirstUnited Nursing Agency Incorporated, is 3359 Belvedere Road, Unit Q, West Palm Beach, FL 33406.

**ARTICLE IV
CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) at \$1.00 par value.

**ARTICLE V
REGISTERED AGENT AND OFFICE**

The name and address of the registered agent is Robert C. Gindel Jr., P.A., 1850 Forest Hill Boulevard, Suite 103, West Palm Beach, Florida 33406

Robert C. Gindel Jr., Esquire
Robert C. Gindel Jr., P.A.
Florida Bar No.: 470740
1850 Forest Hill Boulevard, Suite 103
West Palm Beach, FL 33406
Telephone: (561) 649-2344
Facsimile: (561) 965-8550

ARTICLE VI
MANAGEMENT OF CORPORATE AFFAIRS

A) Board of Directors

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than one (1) persons. The number of Directors of the corporation shall be two (2), provided however, that such number may be changed by a By-Law duly adopted by the shareholders.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such members of the Board of Directors are as follows:

Camille Roache	3359 Belvedere Road, Unit Q West Palm Beach, FL 33406
----------------	--

Beverley A. Gray	3359 Belvedere Road, Unit Q West Palm Beach, FL 33406
------------------	--

B) Corporate Officers.

The Board of Directors have elected the following officers: President: Camille Roache, Vice President: Beverley A. Gray, Secretary: Beverley A. Gray, and Treasurer: Camille Roache, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time.

ARTICLE VIII
PURPOSE

The purpose or purposes for which the corporation is organized are: To engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

ARTICLE ~~VII~~ ^{VIII}
INCORPORATOR

~~Camille Roache~~

3359 Belvedere Road, Unit Q
West Palm Beach, FL 33406

Please delete Art. ~~VII~~, Incorporator in its entirety.

ARTICLE IX
ADOPTION OF AMENDMENT

The amendments were adopted by the shareholders and the number of votes cast for the amendment was sufficient for approval.

Dated this 25 day of March, 2003.

UNITED NURSING AGENCY INCORPORATED

By: _____

Printed Name: _____

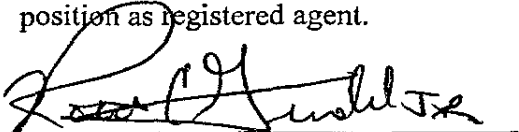
Title: President

REGISTERED AGENT AND OFFICE

Pursuant to the provisions of F.S. 607.0501, 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 FirstUnited Nursing Agency Incorporated
2. The name of the registered agent is Robert C. Gindel, Esquire
3. The address of the registered agent/registered office is Robert C. Gindel Jr., Esquire 1850 Forest Hill Boulevard, Suite 103, West Palm Beach, Florida 33406.

Having been named as registered agent and designated to accept service of process for the above corporation, 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.


Robert C. Gindel Jr., Esquire

Date: March 25, 2003