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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

FLORIDA PROFIT CORPORATION OR P.A.

STARGAZER NURSING CORP.

Certificate of Status	0
Certified Copy	1
Page Count	204 (5)
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FILED
02 FEB 20 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
STARGAZER NURSING CORP.**

ARTICLE I. NAME

The name of this corporation is:

STARGAZER NURSING CORP.

ARTICLE II. DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue FIVE HUNDRED (500) shares of COMMON STOCK, with a par value of TEN (\$10.00) dollars each.

ARTICLE V. AMOUNT OF CAPITAL

The amount of capital with which this corporation will begin business is not less than FIVE THOUSAND (\$5,000.00) DOLLARS.

ARTICLE VI. PREEMPTIVE RIGHTS.

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his 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.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE VII. INITIAL REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is:
10961 SW 5TH ST., #2
MIAMI, FL 33174

The name of the initial registered agent of this corporation is:
SAMUEL RODRIGUEZ

The corporation principal office shall be:
10961 SW 5TH ST., #2
MIAMI, FL 33174

ARTICLE VIII. INITIAL BOARD OF DIRECTORS.

This corporation shall have (ONE) director(s), initially. The number of director(s) may be either increased or diminished from time to time by the bylaws but shall never be less than ONE (1).

The name(s) and address(es) of the initial Board of Director(s) of this corporation is(are):

SAMUEL RODRIGUEZ
10961 SW 5TH ST., #2
MIAMI, FL 33174

ARTICLE IX. INDEMNIFICATION

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

ARTICLE X. INCORPORATORS

The name and address of the persons(s) signing these Articles of Incorporation is (are):

SAMUEL RODRIGUEZ
10961 SW 5TH ST., #2
MIAMI, FL 33174

IN WITNESS THEREOF, we (I), being all of the original subscriber(s) and incorporator(s) of this Corporation for the purpose of forming a Corporation, do make and file these Articles of Incorporation with the Secretary of the State of Florida, and accordingly set our hands and seal this 19TH day of FEBRUARY 2002


SAMUEL RODRIGUEZ

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

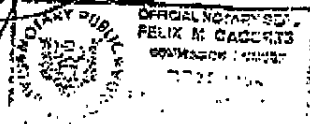
I HEREBY CERTIFY THAT on this day, before me, a Notary Public, duly authorized in the above-mentioned State and County to take acknowledgments, personally appeared

SAMUEL RODRIGUEZ

To me well know and know to be the person(s) described in and who executed these foregoing Articles of Incorporation.

WITNESS my hand and official seal in the City of Miami, County of Miami-Dade and State of Florida, this 19TH day of FEBRUARY 2002.


Notary Public



CERTIFICATE DESIGNATING DOMICILE FOR THE SERVICE OF PROCESS

WITHIN THE STATE OF FLORIDA NAMING AGENT WHO PROCESS MAY
BE SERVED

In pursuance of Chapter 48,091, Florida Statutes, the following is submitted, in
Compliance with said act:

First. - That STARGAZER NURSING CORP.

Qualified to do business under the laws of the State of Florida with its principal
Office at: 10961 SW 5TH ST., UNIT 2
MIAMI, FL 33174

Has appointed: SAMUEL RODRIGUEZ
10961 SW 5TH ST., UNIT 2
MIAMI, FL 33174

as its agent to accept service of process within this State.

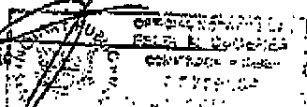
ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation
At place designated in this Certificate, I hereby accept to act in this capacity, and
agree to comply with the provisions of said Act, relative to keeping open said
office.


SAMUEL RODRIGUEZ

Sworn to and subscribed before me,
This 19TH day of FEBRUARY 2002

Notary Public



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA