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CERTIFICATE OF INCORPORATION OF

CATHE HOME HEALTH CARE, INC.

The undersigned subscribers to these Articles of Incorporation each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of State of Florida.

ARTICLE ONE NAME

The name of this business Corporation shall be:

Cathe Home Health Care, Inc.

ARTICLE TWO NATURE OF BUSINESS

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SECRET/ SY OF STATE
TALLANY STEE, FLOFIDA

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

ARTICLE THREE TERM OF EXISTENCE

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

The date on which corporate existence shall begin is:

UPON ACCEPTANCE BY THE SECRETARY OF STATE.

ARTICLE FOUR CAPITAL STOCK

This Corporation is authorized to issue of stock as follow:	
A Designation: The Stock of this Corp	ora-
tion shall be known as common stock.	
B Authorized: The maximum number	of
shares of common stock that this Corporation may issue is:	
One Hundred (100) Shares.	
C Par Value: Each Share of common S	Stock
shall have the par value of:	-
Ten Dollars (\$10.00) per value per Sha	re.

D.- Consideration: Share of common stock may be issued in exchange for Cash, Real Property, Labor or Services rendered or any combination of the foregoing in the absence of fraud in the transaction, the judgement of the Board of the Directors as the value of any such consideration shall be conclusive.

E.- Non-Assessability: Each share of common stock shall be issued in exchange for consideration which is at least equal to the par value thereof and shall be fully paid and Non-Assesable.

F.- Voting Rights: Each Share of common stock shall entitle the record holder thereof to one vote upon each proposal presented at meeting of the stockholders of the Corporation.

G.- Cumulative: No holder of common stock shall be entitle to any right of cumulative voting.

H.- Dividends: Record holders of common stocks are entitle to receive their pro-rata share of any dividends that may be declared by Board of Directors out of assets legally available for such purpose

I.- Liquidation: Holders of common stocks are entitle in the event of the liquidation or dissolution of this Corporation to receive their pro-rata share of any assets of this Corporation remaining after payment of shall corporate debts and obligations.

ARTICLE FIVE MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin shall not less than One Thousand Dollars (\$1,000.00), or such greater amount as may be required by law.

ARTICLE SIX ADDRESS

This initial post office address of principal office of this Corporation in the State of Florida is:

12436 S.W. 203 Terr. Miami, Fl. 33177.

ARTICLE SEVEN NUMBER OF DIRECTORS

This Corporation shall at all times have at least one (1) initially, the number of Director may be increased or diminished from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than one (1).

ARTICLE EIGHT FIRST BOARD OF DIRECTORS

The names and Post Office addresses of the members of the First Board of Directors are:

PRESIDENT: Belkis Pouza. 12436 S.W. 203 Terr. Miami, Fl. 33177. SECRETARY: Belkis Pouza. 12436 S.W. 203 Terr. Miami, Fl. 33177. TREASURER: Belkis Pouza. 12436 S.W. 203 Terr. Miami, Fl. 33177.

ARTICLE NINE SUSCRIBER'S ADDRESSES

The Post Office addresses of the suscribers of these Articles of Corporation, the number of Shares of Stock each agrees to take and value of the consideration thereof are:

Belkis Pouza, 12436 S.W. 203 Terr. Miami, Florida, 33177. One Hundred (100) Shares at Ten Dollars (\$10.00) per value per Share.

ARTICLE TEN AMENDMENT

This Certificate of Incorporation may be amended in any manner consistent with the Laws of the State of Florida.

ARTICLE ELEVEN RESIDENT AGENT

The Resident Agent of this Corporation is:

Belkis Pouza 12436 S.W. 203 Terrace Miami, Florida, 33177.

The Corporation may change it's Resident Agent and principal office at any time.

IN WITNESS WHEREOF, the undersigned suscribers do make, suscribe, acknowledge and file this Certificate for the purpose of forming a Corporation for profit under the Laws of the State of Florida.

Belkis Pouza. Suscriber l and Resident Agent.

Date: May 1, 2003

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, 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:

CATHE HOME HEALTH CARE, INC.

AR AR COUNTY ARRAY	
12436 S.W. 203 Terrace	
(P.O. BOX <u>NOT</u> ACCEPTABLE)	
Miami, Florida, 33177	

TITLE: President

DATE: May 1, 2003.

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 REGISTER AGENT.

SIGNATURE BELLEVIS SEIGNATURE SEIGNATURE ALL TOURS SEIGNATURE ALL TOURS

Belkis Pouza