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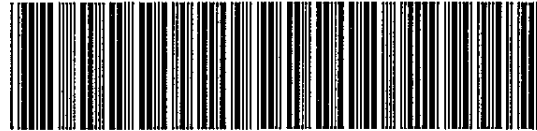
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**DEBORAH K. HAUSMAN, P.A.**  
**20283 STATE ROAD SEVEN**  
**SUITE # 300**  
**BOCA RATON, FLORIDA 33498**  
**PHONE (561) 883-8111 FAX (561) 883-8112**

Deborah K. Hausman\*

Hausmanlaw@aol.com

\*Admitted to Florida and New York bars

**January 30, 2004**

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

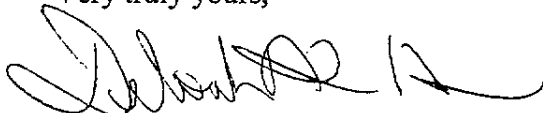
Re: Articles of Incorporation of  
GEMINI HOMECARE, INC.

Dear Sir/ Madame:

Enclosed herewith please find the original and one copy of the Articles of Incorporation for GEMINI HOMECARE, INC. for filing, along with a check in the amount of \$70.00 to cover the cost of same.

Thank you in advance for your anticipated courtesies. If you have any questions please feel free to contact the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Deborah K. Hausman', followed by a large, stylized flourish or mark.

Deborah K. Hausman  
DKH:bg  
Enclosure

**ARTICLES OF INCORPORATION  
FOR  
GEMINI HOMECARE, INC.**

The undersigned subscriber, Richard Goldberg, a natural person competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation.

**ARTICLE I**

The name of the corporation is: **GEMINI HOMECARE, INC.**

**ARTICLE II**

The corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida and shall have such powers as enumerated in Chapter 607, Florida Statutes, the Florida Corporation Act.

**ARTICLE III**

The total number of shares of stock which the corporation shall have authority to issue and which the corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares, which shares shall be common stock having a par value of .001 dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE IV**

Every shareholder, upon the sale for cash of any new shares 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 at the price at which it is offered to others.

**ARTICLE V**

This corporation shall have a perpetual existence unless sooner dissolved according to law.

RECORDED  
TALLAHASSEE, FLORIDA

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## **ARTICLE VI**

Every shareholder, upon the sale for cash of any new shares 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 at the price at which it is offered to others.

## **ARTICLE VII**

The initial address of the principal office of the corporation shall be:

Richard Goldberg  
10830 Cypress Glen Drive  
Coral Springs, FL 33071

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

## **ARTICLE VIII**

The corporation shall have two (2) directors initially. The number of Directors may be altered, from time to time, by By-Laws adopted by the Shareholders, however, the corporation shall have no less than one (1) Director at any time.

## **ARTICLE IX**

The names and post office address of the first Board of Directors of this corporation, who shall hold office for the first year or until their successors are chosen, shall be:

Richard Goldberg  
10830 Cypress Glen Drive  
Coral Springs, FL 33071

Mindy Richman  
11142 Harbour Springs Circle  
Boca Raton, FL 33428

## **ARTICLE X**

The name and street address of the subscriber to these Articles of Incorporation is:

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Richard Goldberg  
10830 Cypress Glen Drive  
Coral Springs, FL 33071

**ARTICLE XI**

The corporation shall indemnify any officers or directors or any former officers or directors to the full extent permitted by law.

**ARTICLE XII**

The name and street address of the initial registered agent of the corporation is:

Richard Goldberg  
10830 Cypress Glen Drive  
Coral Springs, FL 33071

**ARTICLE XIII**

These Articles of Incorporation may be amended or repealed as provided by law.

**ARTICLE XIV**

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone communication and as otherwise provided by law.

**ARTICLE XV**

The initial officers of the corporation are:

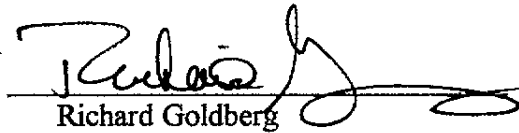
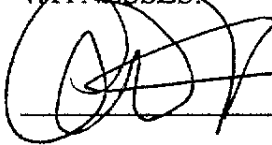
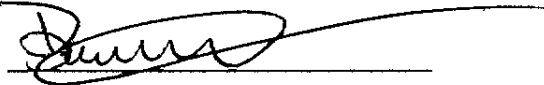
Richard Goldberg	-	PRESIDENT
Mindy Richman	-	SECRETARY

**ARTICLE XVI**

The corporation's existence will commence upon the filing of the Articles of Incorporation.

THE UNDERSIGNED Incorporator, for the purpose of forming a corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true on this 28 day of January, 2004.

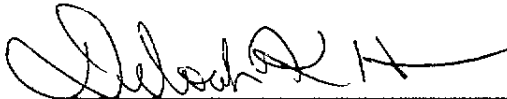
WITNESSES:

  
Richard Goldberg

STATE OF FLORIDA                     )  
COUNTY OF PALM BEACH         )

BEFORE ME personally appeared Richard Goldberg, to me personally known, and who executed the foregoing instrument and acknowledged that he executed said instrument for the purposes therein expressed.

WITNESS my hand and seal this 28 day of January, 2004.



Notary Public, State of Florida  
Commission No.




Deborah K Hausman  
My Commission DD216648  
Expires May 28, 2007

**DESIGNATION OF REGISTERED OFFICE  
AND REGISTERED AGENT  
AND ACCEPTANCE THEREOF**

Pursuant to Chapter 607, Florida Statutes, the following is submitted:

1. GEMINI HOMECARE, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Coral Springs, County of Broward, State of Florida, has named Richard Goldberg located at 10830 Cypress Glen Drive, Coral Springs, FL 33071 as its agent to accept Service of Process within this State.

2. Having been named as registered agent and to accept service of process for the above stated corporation at the address designated in this certificate pursuant to the provisions of section 607, Florida Statutes, 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.

  
Richard Goldberg  
Registered Agent

1/28/04  
Date