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DIVISION OF CORPORATION

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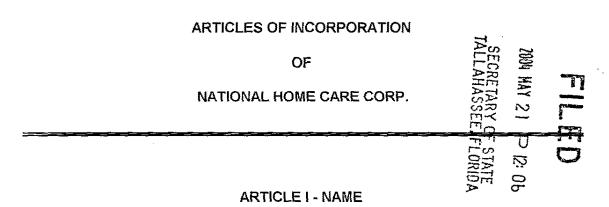
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The name of the Corporation is NATIONAL HOME CARE CORP.

ARTICLE II - ADDRESS

The principal office, or mailing address of the Corporation is: 9850 Stirling Road, Suite 100, Cooper City, FL 33024

ARTICLE III - DURATION

This Corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

The purpose of this Corporation is to engage in the transaction of any and all business permitted under the laws of the United States and of this State.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is one thousand (1000) shares of common stock having the par value of One (\$1.00) Dollar.

ARTICLE VI - PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights in accordance with the provisions of Florida Statutes Section 607.0603, pursuant to the terms and conditions, if any, prescribed by the board of directors.

ARTICLE VII - REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation is 297 Sunny Isles Blvd., Sunny Isles Beach, FL 33160. The initial registered agent at such address is Jeffrey Roy Cohen, Esq.

ARTICLE VIII - DIRECTORS

The Corporation shall have one director initially, whose name and street address is as follows:

NAME

ADDRESS

Terri Chin

9850 Stirling Road, Suite 100 Cooper City, FL 33024

ARTICLE IX - INCORPORATOR

The name and street address of the incorporator of this Corporation is as follows:

NAME

ADDRESS

Jeffrey Roy Cohen

297 Sunny Isles Blvd.

Sunny Isles Beach, FL 33160

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this 19th day of May, 2004,

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

Before me personally appeared Jeffrey Roy Cohen, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the County and State named this 19th day

of May, 2004.

NOTARY PUBLIC STATE OF FLORIDA AT LARGE

My Commission Expires:

Personally Known ____ OR Produced Identification _____ Type of Identification Produced _____

Mario O. Mateo
Commission # CC 97153
Expires Oct. 1, 2004
Boaded Thra
Atlantia Boading Co., Iran

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted: FIRST, that NATIONAL HOME CARE CORP., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 9850 Stirling Road, Suite 100, Cooper City, FL 33024, has named Jeffrey Roy Cohen, Esq., located at 297 Sunny Isles Blvd., Sunny Isles Beach, FL 33160, as its agent to accept service of process within Florida.

Signature

Title

Date

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the Λ

Signature

egistere

Date

proper and complete performance of my duties.