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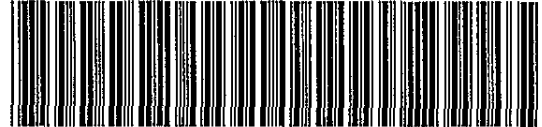
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LAW OFFICES OF MARLON E. BRYAN, P.A.

5701 Sheridan Street, Hollywood, Florida 33021

Phone: (954) 252-7284 • Facsimile (954) 322-0330 • E-mail: m5meb@cs.com

Member of Florida & New Jersey Bar

July 15, 2004

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314


RE: **DIANA ADULT HOME CARE, INC.**

Dear Sir/Madam:

Enclosed is the original and one (1) copy of the Articles of Incorporation, Certificate of Designation of Registered Agent, and a check for Seventy Eight Dollars and 75/100 (\$78.75) to cover the cost of filing the articles, and acquiring a Certificate and Letter of Acknowledgment. Please return the Certificate and Letter of Acknowledgment to our office at:

**Law Offices of Marlon E. Bryan, P.A.
5701 Sheriden Street
Hollywood, Florida 33021**

Very truly yours,


Marlon E. Bryan

Enclosures

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ARTICLES OF INCORPORATION
OF
DIANA ADULT HOME CARE, INC.
(A Profit Corporation)

The undersigned incorporators, natural persons, competent to contract, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following articles of incorporation:

ARTICLE I
NAME

The name of the corporation shall be:

DIANA ADULT HOME CARE, INC.

ARTICLE II
INITIAL PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

7464 N.W. 16TH STREET
PLANTATION, FLORIDA 33313

ARTICLE III

CAPITAL STOCK

The aggregate number of authorized shares is:

This corporation is authorized to issue Hundred (100) shares of One and NO/100 Dollars (\$1.00) par value common stock. Each outstanding share shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders, unless otherwise designated as "NONVOTING" by a resolution recorded in the corporation's minute book and a similar legend on the subject certificate(s). The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed.

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Diana Adult Home Care, Inc.

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ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial Registered Agent is:

LAW OFFICES OF MARLON E. BRYAN, P.A.

5701 Sheridan Street
Hollywood, Florida 33021

ARTICLE V

NAMES AND ADDRESSES OF THE INCORPORATORS

The names and addresses of the Incorporators are:

DIANA THOMPSON

7464 N.W. 16TH STREET
PLANTATION, FLORIDA 33313

ARTICLE VI

INITIAL BOARD OF DIRECTORS

All corporate power shall be exercised by and under the authority of the Board of Directors. All business and affairs of the corporation shall be managed under the direction of the Board of Directors. Any and all additional powers and duties conferred to or imposed upon the Board of Directors shall be by resolution of the shareholders. The number of directors may be either increased or diminished from time to time but shall never be less than one (1).

The name and address of the initial Directors are:

DIANA THOMPSON - President

7464 N.W. 16TH STREET
PLANTATION, FLORIDA 33313

ARTICLE VII

DURATION

The corporation is to commence its corporate existence on the date of filing by the Secretary of the State of Florida and will exist perpetually.

Diana Adult Home Care, Inc.

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The corporation will not commence business until at least one hundred dollars (\$100.00) have been received by it as consideration for the issuance of shares. The delay in commencing business shall not continue more than ninety (90) days after the date of filing by the Secretary of the State of Florida.

ARTICLE VIII

PURPOSE

The purpose of the corporation is:

To provide adult services to the public and to transact any and all lawful business for which corporations may be incorporated, including but not limited to those powers enumerated in Florida Statutes § 607.0302 et seq., as amended, and the doing of all lawful things related thereto.

ARTICLE IX

PREEMPTIVE RIGHTS

Provisions limiting or denying to shareholders the preemptive rights to acquire additional or treasury shares of the corporation are reserved.

ARTICLE X

RESTRAINT ON TRANSFER OF SHARES

The directors reserve the right to restrict and consent to all transfers of corporate stock to insure compliance with the requirements under 26 U.S.C. § 1361 (Subchapter S of the Internal Revenue Code).

ARTICLE XI

INDEMNIFICATION

The corporation may indemnify any present or former officer, incorporator, or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

Diana Adult Home Care, Inc.

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ARTICLE XII

AMENDMENT

The shareholders reserve the right to alter, amend or repeal any provisions contained in these Articles of Incorporation, or to adopt new provisions. These Articles of Incorporation may be amended by a simple majority vote of the voting stock of the corporation that is present at any regular meeting of the shareholders called for the purpose. These Articles of Incorporation may be amended without a meeting as provided for in the Bylaws.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 20th day of July, 2004.


Diana Thompson

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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:

DIANA ADULT HOME CARE, INC.

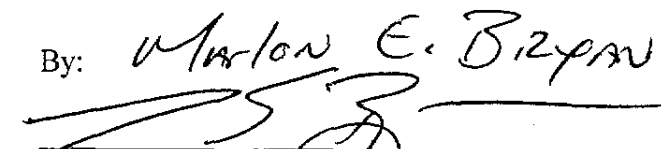
2. The name and address of the registered agent and office is:

LAW OFFICES OF MARLON E. BRYAN, P.A.
5701 Sheridan Street
Hollywood, Florida 33021

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designed 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 registered agent.

By:



Law Offices of Marlon E. Bryan, P.A.

7-20-07
DATE