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TALLAHASSEE, FLORIDA

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LAZARUS CORPORATE FILING SERVICE

3320 S.W. 87 AVENUE

MIAMI, FLORIDA (305)552-5973

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. USA HOME HEALTH SYSTEM, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

APPROVED
AND
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05 MAR -3 PM 12:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
USA HOME HEALTH SYSTEM, INC.

THE UNDERSIGNED incorporated hereby makes, subscribes, acknowledges and files with the Department of State this corporation for profit in accordance with the law of the State of Florida.

ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be:

USA HOME HEALTH SYSTEM, INC.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation shall be to engage in any lawful act permitted under the laws of the United States of America and of the State of Florida, as limited by the provisions of the Florida Corporation Act.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of capital stock authorized to be issued by this corporation shall be **ONE HUNDRED SHARES** of common stock with no par value.

Each of said shares of stock should entitle the holder to on vote at any meeting of the stockholders. All or any part of said capital stock might be paid in cash, in property (other than stock securities) or in labor or services at a fair valuation to be fixed by the incorporator. All stock, when issued, shall be fully paid for and shall be non-assessable.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be no less than **FIVE HUNDRED DOLLARS (\$ 500.00)**.

ARTICLE V
TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI
PRINCIPLE OFFICE

The following shall be the street and principal office of this corporation, but this corporation shall have the power to move the principal office to any other address in the State of Florida, and to establish branch offices in their places of business at such other places within or without the State of Florida that may be deemed expedient:

6095 NW 72nd AVENUE # A MIAMI, FL 33166

**ARTICLE VII
BOARD OF DIRECTORS**

This corporation shall have not less than two directors initially. The number of directors may be increased or diminished from time to time, by the By-laws adopted by the stockholders. The names and street addressee of the members of the first Board of Directors is:

HABIB GEAGEA
President & Secretary

3361 SW 3rd Street
Miami, FL 33135

DIXAN E. BARCELO
Vice-President & Treasurer

8580 SW Grand Canal Drive
Miami, FL 33144

**ARTICLE VIII
SUBSCRIBERS**

The names and addresses of the subscribers of these Articles of Incorporation, and the number of shares of stock, which they agree to take, are:

HABIB GEAGEA
50 Shares

3361 SW 3rd Street
Miami, FL 33135

DIXAN E. BARCELO
50 Shares

8580 SW Grand Canal Drive
Miami, FL 33144


**ARTICLE IX
REGISTER AGENT**


Register Agent: **HABIB GEAGEA**
 3361 SW 3rd Street
 Miami, FL. 33135

**ARTICLE X
AMENDMENT**

These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of theses Articles of Incorporation be made.

IN WITNESS WHEREOF, *the undersigned has hereunto set their hands and seal*
this 28th day of February, 2005.


HABIB GEAGEA


DIXAN E. BARCELO

STATE OF FLORIDA
COUNTY OF DADE

*I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **HABIB GEAGEA** and **DIXAN E. BARCELO** known to be the person described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.*

*IN WITNESS THEREOF, I have hereunto set my hand and seal,
This 28th days of February, 2005.*

Notary Public
Personally Known

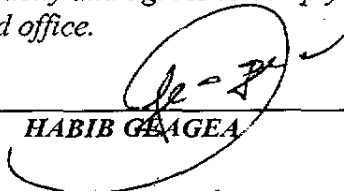
**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE VERIFIED**

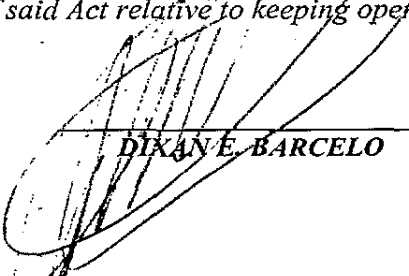
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

*That **USA HOME HEALTH SYSTEM, INC.** desiring to organize under the laws of the State of Florida, with its principal office at 6095 NW 72nd Avenue # A Miami, FL. 33135, County of Miami-Dade, have named **HABIB GEAGEA** and **DIXAN E. BARCELO** as its agent service of process within this State.*

ACKNOWLEDGMENT:

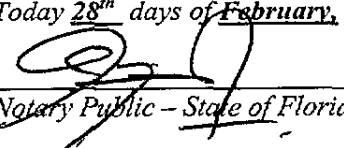
Having been named to accept service of process for the above stated people, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office.


HABIB GEAGEA


DIXAN E. BARCELO

*Sworn to and subscribed before me
Today 28th days of February, 2005 at Miami, FL.*

My Commission Expires:


Notary Public - State of Florida



Adis Margarita Ugarte
Commission # DD 031148
Expires July 16, 2005
Bonded Through
Atlantic Bonding Co., Inc.