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TALLAHASSEE, FLORIDA

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T. Hampton SEP - 9 2005

Floridian Home Care Agency, Inc.
C/O Anthony L. Trullenque, Esq.
7098 Bonita Drive
Miami Beach, Florida 33141

September 1, 2005

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

In Re: Incorporation of Floridian Home Care Agency, Inc.

Dear Gentlemen:

Please file the aforesaid corporation and return said filed Articles and resident Agent Form to:

Anthony L. Trullenque, Esq.
7098 Bonita Drive
Miami Beach, Florida 33141

Furthermore, please find herein enclosed the appropriate check for the filing fees together with the Articles of Incorporation and Designation of Resident Agent Form.

In the event you should have any questions, please do not hesitate to call us at (305) 868-5365 or write to us at the above styled address.

Sincerely yours,



Anthony L. Trullenque, Esq.

at/IT

cc: Archived

ARTICLES OF INCORPORATION

OF

FLORIDIAN HOME CARE AGENCY, INC.

The undersigned, for the purpose of associating to establish a corporation for the transaction of the business and the promotion and conduct of the objects and purposes hereinafter stated, under the provisions and subject to the requirements of the Laws of the State of Florida, and we do hereby file these Articles of Incorporation in writing and do hereby state as follows, to wit:

ARTICLE ONE
NAME

The name of the corporation is:

FLORIDIAN HOME CARE AGENCY, INC.

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The general nature and purpose of this corporation is to engage in the following activities:

- A.) The authority to engage in and transact, within and without the State of Florida or the United States, any and all lawful activities permitted under the laws of the United States and/or of the State of Florida for which corporations may be incorporated under Chapter 607 of the Florida Statutes;
- B.) The Corporation may more particularly engage in the following businesses and/or activities:

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- 1.) To engage in the business of providing home health services including but not limited to nursing care services, medical services and/or ambulatory care;
- 2.) To engage in the business of providing nursing facilities and home health care center services;
- 3.) To engage in the business of providing any and all home care related services including but not limited to companion, sitters and homemakers, together with providing nursing home services including the services for the care of the aged, handicapped and the disadvantaged;
- 4.) To engage in the business of providing durable medical equipment, supplies and other medical related equipment, supplies and materials to the industry through either wholesaling or retailing;
- 5.) The corporation may engage in other businesses only for the purpose of securing its asset base of which said businesses may include the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold (including holding for investment), sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage operate, deal in and dispose of real estate, real property, lands, multiple dwelling structures, houses, buildings, and other works and any interest or right therein;

- 6.) Furthermore, the corporation may take lease, purchase or otherwise acquire, and own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, rights, easements, privileges, chooses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of, and to acquire, purchase, sell, assign, transfer, dispose of, and in general deal with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal and mixed properties;
- 7.) And engage in any and all health, medical, patient care and all other activities arising from or in connection with health, medical and patient care provider services permitted under the laws of the State of Florida and may further engage in the aforesaid activities and provide said services within the United States and throughout the world.

ARTICLE FOUR CAPITAL STOCK

This corporation shall be authorized to issue one kind of stock which shall be deemed to be Common Stock. The total number of authorized shares shall be ten thousand (10,000) shares. Each share representing 1/10,000 of the ownership of the company. The Corporation shall assign a NO PAR VALUE to each and every share of Common Stock.

ARTICLE FIVE REGISTERED AGENT AND CORPORATE OFFICE

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

Jose Manuel Fidalgo
7441 Wayne Avenue, Unit #12A
Miami Beach, Florida 33141

The corporate address and/or corporate headquarters shall be located at:

800 - 71st Street
Miami Beach, Florida 33141

**ARTICLE SIX
INITIAL BOARD OF DIRECTORS**

The corporation shall have one (1) director initially. The name and address of the initial director of the corporation is:

Jose Manuel Fidalgo
7441 Wayne Avenue, Unit #12A
Miami Beach, Florida 33141

**ARTICLE SEVEN
INCORPORATORS**

The initial incorporator is as follows:

Jose Manuel Fidalgo
7441 Wayne Avenue, Unit #12A
Miami Beach, Florida 33141

**ARTICLE EIGHT
BY-LAWS**

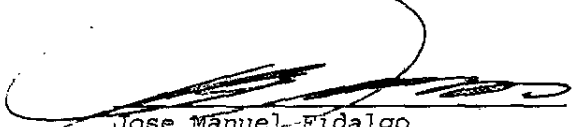
The initial By-laws of this corporation shall be adopted by the directors and shall be altered, amended or repealed from time to time by the Board of Directors.

**ARTICLE NINE
AMENDMENT OF ARTICLES OF INCORPORATION**

The shareholders are given the right to amend or repeal any provision contained in these Articles of Incorporation, provided that a majority of the shareholders approve of such amendment or repeal. Amendments to the Articles of

Incorporation shall be adopted and approved in the manner set forth under Florida law by the shareholders.

IN WITNESS WHEREOF, we the undersigned, being all the incorporators hereinabove named, do hereby certify that the above Articles of Incorporation are acknowledged and agreed upon among us and we have accordingly set our hands and seals this 1st day of September, two thousand and five (2005).


Jose Manuel Fidalgo

STATE OF FLORIDA)
) s.s.
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State of Florida, County of Dade, and City of Miami Beach, personally appeared :

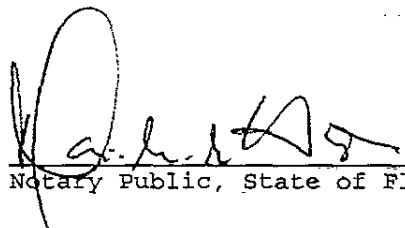
Jose Manuel Fidalgo

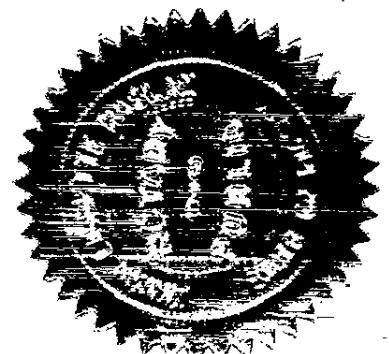
and known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 1st day of September, two thousand and five (2005).

My commission expires:




Notary Public, State of Florida



DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

PURSUANT TO THE FLORIDA STATUTES, the following is submitted in compliance with
said Statutes:

FIRST--That FLORIDIAN HOME CARE AGENCY, INC. is qualified to do
business under the laws of the State of Florida with its principal office at
800 - 71st Street, City of Miami Beach, State of Florida, County of DADE, and
has appointed Jose Manuel Fidalgo, as it's agent to accept Service of Process
within this State and whose address is 7441 Wayne Avenue, Unit #12A, Miami
Beach, Florida 33141

ACKNOWLEDGMENT (must be signed by Designated Agent)

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 further agree to comply with the provision of said Statutes
relative to keeping open said office.

BY: 

JOSE MANUEL FIDALGO
REGISTERED AGENT