

02/08/06 6:46:53 Broad and Cassel 1-763-281-8361 RegFax Page 002
P00000018778

Division of Corporations

Page 1 of 1

**Florida Department of State
Division of Corporations
Public Access System**

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H06000035461 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : BROAD AND CASSEL (BOCA RATON)
Account Number : 076376001555
Phone : (561)483-7000
Fax Number : (561)218-8960

FLORIDA PROFIT/NON PROFIT CORPORATION

ALL THE BEST HOME HEALTH SERVICES, INC.

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$87.50

FILED
2006 FEB - 8 PM 12:49
TALLAHASSEE FLORIDA
DIVISION OF STATE

Electronic Filing Menu

Corporate Filing Menu

Help

J 2/9/06

FILED

2006 FEB -8 PM 12:49

SECRETARY OF STATE
TALLAHASSEE FLORIDAFax Audit Number: HD6000035461 3

AFFIDAVIT

The undersigned being first duly sworn, deposes and says that:

1. ALL THE BEST HOME HEALTH SERVICES, INC., a Florida corporation (the "New Corporation") is filing Articles of Incorporation with the Florida Division of Corporations herewith;
2. ALL THE BEST HOME HEALTH SERVICES, INC., a Florida corporation (Doc. #P03000053950) (the "Prior Corporation"), which has previously been administratively dissolved, hereby states that it (i) has no intention of reinstating the Prior Corporation's existence or of otherwise revoking the dissolution of the Prior Corporation, (ii) releases its name for use by other entities in the State of Florida, and (iii) grants its consent and permission to the New Corporation to use the name "ALL THE BEST HOME HEALTH SERVICES, INC."

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief as of this 8th day of February, 2006.

PRIOR CORPORATION:

ALL THE BEST HOME HEALTH
SERVICES, INC., a Florida corporation
(Doc. #P03000053950)

By: David Lief
David Lief, President

100104

Fax Audit Number: HD6000035461 3

FILED

2006 FEB -8 PM 12:49

CLERK OF STATE
TALLAHASSEE FLORIDAFax Audit Number: H06000035461 3**ARTICLES OF INCORPORATION****OF****ALL THE BEST HOME HEALTH SERVICES, INC.**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I.

The name and initial address of this Corporation shall be: All the Best Home Health Services, Inc., 639 East Ocean Blvd., Boynton Beach, Florida 33435, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE II.

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III.

The capital stock authorized, the par value thereof, and the characteristics of such stock are as follows:

NUMBER OF SHARES AUTHORIZED	PAR VALUE PER SHARE	CLASS OF STOCK
1,000	\$.01	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV.

This Corporation shall commence its existence immediately upon the execution of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

Fax Audit Number: H06000035461 3

Fax Audit Number: H06000035461 3

ARTICLE V.

The initial registered office of this Corporation is 2806 North 34th Avenue, Hollywood, Florida 33021. The initial registered agent at that address is David Lief.

ARTICLE VI.

The Corporation shall have one (1) director initially. The name and address of the first director of the Corporation, who shall hold office for the first year or until his successor(s) are duly elected and qualified, is:

David Lief

2806 North 34th Avenue
Hollywood, FL 33021

ARTICLE VII.

The name and address of the Incorporator is: David Lief, 2806 North 34th Avenue, Hollywood, Florida 33021.

ARTICLE VIII.

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or no so interested.

ARTICLE IX.

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE X.

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

Fax Audit Number: H06000035461 3

Fax Audit Number: H06000035461 3

ARTICLE XI

This Corporation expressly elects not to be governed by either Section 607.0901 or Section 607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, which sections relate to affiliated transactions and control share acquisitions.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 8th day of February, 2006.


David Lief, Incorporator

Fax Audit Number: H06000035461 3

FILED

2006 FEB -8 PM 12:49

SECRETARY OF STATE
TALLAHASSEE FLORIDAFax Audit Number: H06000035461 3**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of the State of Florida, the following is submitted:

First - That ALL THE BEST HOME HEALTH SERVICES, INC. desiring to organize under the laws of the State of Florida, has designated 2806 North 34th Avenue, Hollywood, Florida 33021, as the place of business for the service of process within this state.

Second - That the above corporation has named David Lief as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, the undersigned hereby accepts the same and agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 8th day of February, 2006.
David LiefFax Audit Number: H06000035461 3