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Florida Department of State
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FLORIDA PROFIT/NON PROFIT CORPORATION

NURSING ALLIANCE HOME CARE INC

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Help

5/5/1

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ARTICLES OF INCORPORATION
OF
NURSING ALLIANCE HOME CARE INC

THE UNDERSIGNED has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the law of the State of Florida.

ARTICLE I

The name of this corporation shall be:

NURSING ALLIANCE HOME CARE INC

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purpose proposed to be transacted and carried on by this corporation are to do any and all of the things, as fully and to the same extent as natural persons might do, viz:

Transact any and all lawful business.

- (1) Said corporation shall further have powers:
To have perpetual succession by its corporate name,

NURSING ALLIANCE HOME CARE INC

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of US\$10.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The name and street address of the initial Registered Agent of this corporation shall be:

Anabel Cento
1333 Coral Way
Suite 102
Miami, FL 33145

The principal office and mailing address shall be:

1333 Coral Way
Suite 102
Miami, FL 33145

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

Pursuant to the provision of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the law 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:

NURSING ALLIANCE HOME CARE INC

2. The name and address of the Registered Agent and office is:

Anabel Cento
1333 Coral Way
Suite 102
Miami, Fl. 33145

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED 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.

SIGNATURE: _____

Anabel Cento

DATE: _____

04/27/06

ARTICLE VI

The initial Board of Directors shall be composed by Two (2) person, whose name and address is:

Pedro L. Martinez
1333 Coral Way
Suite 102
Miami, FL 33145

President

Anabel Cento
1333 Coral Way
Suite 102
Miami, FL 33145


Vice-President

The Shareholder of the Corporation shall be:

The name and address of the incorporator executing these Articles of Incorporation is:

Anabel Cento
1333 Coral Way
Suite 102
Miami, FL 33145

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27th day of April, 2006


Anabel Cento