

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : ARES & COMPANY, C.P.A., P.A.
Account Number : I20000000268
Phone : (305)229-8256
Fax Number : (305)229-8252

FLORIDA PROFIT/NON PROFIT CORPORATION

NURSING PROLIFE HOME HEALTH CORP.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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ARTICLES OF INCORPORATION
OF
NURSING PROLIFE HOME HEALTH CORP.

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 PROLIFE HOME HEALTH CORP.

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:

PREPARED BY: ARES & COMPANY, C.P.A., P.A.
3636 SW 87TH AVE.
MIAMI, FL. 33165

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Transact any and all lawful business.

(1) Said corporation shall further have powers:

To have perpetual succession by its corporate name,

NURSING PROLIFE HOME HEALTH CORP.

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 and Registered Office of this corporation shall be:

**JULIO V. DIAZ
11981 SW 144TH CT. SUITE 108
MIAMI, FL. 33186**

The mailing address of the Corporation shall be:

**11981 SW 144TH CT. SUITE 108
MIAMI, FL. 33186**

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ARTICLE VI

The initial Board of Directors and Shareholder of the Corporation shall be composed by FOUR (4) persons, whose names and addresses are:

ANDRES QUESADA - PRESIDENT - 33% SHAREHOLDER
2220 SE 26TH LANE
HOMESTEAD, FL. 33035

JULIO V. DIAZ - VICE-PRESIDENT - 34% SHAREHOLDER
810 SW 105TH AVE. # 505
MIAMI, FL. 33174

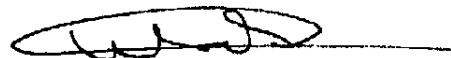
LILIA LEON - TREASURER - 33% SHAREHOLDER
9045 SW 165TH PL
MIAMI, FL. 33196

YUSMARY RODRIGUEZ - SECRETARY - NO SHARES
2251 SW 27TH ST - APT. 7
MIAMI, FL. 33133

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

JULIO V. DIAZ
11981 SW 144TH CT. SUITE 108
MIAMI, FL. 33186

The undersigned incorporator has executed these Articles of Incorporation in the City of Miami, Fl. on the 28TH day of March, 2007.



JULIO V. DIAZ
INCORPORATOR

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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 PROLIFE HOME HEALTH CORP.

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

JULIO V. DIAZ
11981 SW 144TH CT. SUITE 108
MIAMI, FL. 33186

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: _____


JULIO V. DIAZ

DATE: _____

3/29/07

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TALLAHASSEE, FLORIDA

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