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FLORIDA PROFIT/NON PROFIT CORPORATION
Nautilus Senior Home Care, Inc.

Certificate of Status	0
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January 5, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

KANOUSE & WALKER, P.A.

SUBJECT: NAUTILUS SENIOR HOME CARE, INC.
REF: W11000000555

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent and street address must be consistent wherever it appears in your document.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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**ARTICLES OF INCORPORATION
OF
NAUTILUS SENIOR HOME CARE, INC.**

Article 1 - Name

The name of the Corporation is Nautilus Senior Home Care, Inc.

Article 2 - Duration

The Corporation has perpetual existence.

Article 3 - Purpose

The Corporation is organized to transact all lawful business.

Article 4 - Address

The principal place of business or mailing address of the Corporation is:

14000 S. Military Trail
Suite 108
Delray Beach, FL 33484

Article 5 - Capital Stock

The Corporation is authorized to issue 1,000 shares of \$.01 par value common stock.

Article 6 - Initial Registered Office and Agent

The street address of the initial registered office and name of the initial registered agent of this Corporation are:

Bruce Catanzaro
14000 S. Military Trail
Suite 108
Delray Beach, FL 33484

Article 7 - Initial Board of Directors

The Corporation shall have 2 directors initially. The number of directors may be either increased or diminished by the Bylaws but will never be less than 1. The name and address of the initial directors of the Corporation are:

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Bruce Catanzaro
14000 S. Military Trail
Suite 108
Delray Beach, FL 33484

Patricia Catanzaro
14000 S. Military Trail
Suite 108
Delray Beach, FL 33484

Article 8 - Incorporator

The name and address of the person signing these Articles as incorporator are:

Keith J. Kanouse, Esq.
Kanouse & Walker, P.A.
One Boca Place, Suite 324 Atrium
2255 Glades Road
Boca Raton, FL 33431

Article 9 - Powers

The Corporation has all of the corporate powers enumerated in the Florida Business Corporation Act.

Article 10 - Indemnification

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act [currently, Subsections 607.0850 (1) and (2) of the Florida Statutes], as the same may be amended from time to time, the Corporation indemnifies its officers and directors and may indemnify its employees and agents, from and against all of the expenses and liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by these provisions, including advancement of expenses before the final disposition of any proceedings and amounts paid in settlement of any proceedings, both as to action in their official capacity and as to action in another capacity while holding such office. This indemnification is not exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. This indemnification continues as to a person who has ceased to be a director, officer, employee or agent, and inures to the benefit of the heirs and personal representatives of the person. An adjudication of liability does not affect the right to indemnification for those indemnified.

Article 11 - Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this revision.

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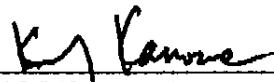
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Article 12 - Bylaws

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The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation on January 4, 2011.



Keith J. Kanouse, Incorporator

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

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered agent and registered office in the State of Florida.

1. The name of the Corporation is Nautilus Senior Home Care, Inc.
2. The name and address of the registered agent and office are:

Bruce Catanzaro
14000 S. Military Trail
Suite 108
Delray Beach, FL 33484

SIGNATURE



Bruce Catanzaro

TITLE: Incorporator

DATE: January 4, 2011

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


Bruce Catanzaro

DATE January 4, 2011

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