

P9500000 6966

Jeffrey D. Merritt
2911 Crosley Dr W, Apt A
West Palm Beach, FL 33415
(305) 426-3700

FILED

95 JAN 26 PM 1:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 13, 1995

State of Florida
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

RE: North American Nursing Care, Inc.

800001382858
-01/18/95--01057--014
***122.50 ***122.50

TO WHOM IT MAY CONCERN:

Enclosed are the Articles of Incorporation for North American Nursing Care, Inc.
Also enclosed is a check in the amount of \$122.50 for the filing fee.

Please process the enclosed articles as soon as possible and return in the
enclosed self addressed stamped envelope to the registered agent.

Thank you for your time and cooperation in regards to this matter.

Sincerely,

Jeffrey D. Merritt

Jeffrey D. Merritt
Incorporator of North American Nursing Care, Inc.

Enclosure: As Stated

cc: FILE

/jdm

W95-1324
1-26-95



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 19, 1995

NANCY TARINELLI
7661 W. COUNTRY CLUB BLVD.
BOCA RATON, FL 33487

SUBJECT: NORTH AMERICAN NURSING CARE, INC.
Ref. Number: W95000001324

We have received your document for NORTH AMERICAN NURSING CARE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Nancy Hendricks
Corporate Specialist

Letter Number: 795A00002263

ARTICLES OF INCORPORATION
NORTH AMERICAN NURSING CARE, INC.
A FLORIDA CORPORATION

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The undersigned, acting as incorporator of a ~~corporation~~ ^{corporation}, pursuant to Chapter 607, Florida Statutes, adopts the following Articles of Incorporation of such corporation:

ARTICLE I - NAME

The name of the corporation shall be NORTH AMERICAN NURSING CARE, INC.

ARTICLE II - PRINCIPAL OFFICE

The initial principal office of the corporation shall be 7661 West Country Club Blvd, Boca Raton, FL 33487.

ARTICLE III - BOARD OF DIRECTORS

The number constituting the initial Board of Directors of the corporation is three (3), and the names and addresses of the persons who are to initially serve are:

Nancy C. Tarinelli	7661 West Country Club Blvd. Boca Raton, FL 33487
Jeffrey D. Merritt	2941 Crosley Drive West, Apt A West Palm Beach, FL 33415
Sandra McCullough	841 Amherst Avenue Davie, FL 33325

ARTICLE IV - PURPOSE

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a \$5.00 par value per share.

ARTICLE VI - QUALIFICATIONS/ELECTION OF DIRECTORS

The qualifications for directors, and the manner of their election/appointment, are provided for in the By-Laws.

North American Nursing Care, Inc.
Articles of Incorporation, page 2

ARTICLE VII - REGISTERED AGENT

The Corporation's initial registered office, and the name of its initial registered agent at said address, are as follows:

Nancy C. Tarinelli
7116 West Country Club Blvd
Boca Raton, FL 33487

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

Jeffrey D. Merritt
2941 Crosley Drive West, Apt A
West Palm Beach, FL 33415

ARTICLE IX - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE X - DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be devised as per the By-Laws of this corporation.

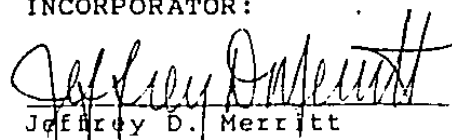
ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify each director and officer of the corporation against any and all liability and expense incurred by that director or officer in connection with or arising from any action, suit, or proceeding in which the director or officer may be involved, by reason of being or having been a director or officer of the Corporation.

INCORPORATOR:

Date:

01/23/95


Jeffrey D. Merritt

North American Nursing Care, Inc.
Articles of Incorporation, page 3

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SECRET
TALLAHASSEE, FLA.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been designated as the registered agent for the corporation at the place designated in the foregoing Articles of Incorporation, I declare that I am familiar with and accept the obligations of that position, and hereby accept same and agrees to act in that capacity, and agrees to comply with the provisions of Florida law relative to keeping the registered office open.

REGISTERED AGENT:

Date: 1/12/95

Nancy C. Tarinelli
Nancy C. Tarinelli

P95000006966

LAW OFFICES OF
STUART R. MORRIS, P.A.

ATTORNEY AND CERTIFIED PUBLIC ACCOUNTANT

TELEPHONE:
407-750-3850 (BOCA RATON)
305-720-1214 (BROWARD)
305-682-8330 (AVENTURA)

2000 GLADES ROAD
SUITE 412
BOCA RATON, FL 33431

FAX:
407-750-1080
E-MAIL:
srmmorris@gato.net

September 1, 1995

Secretary of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

RE: NORTH AMERICAN NURSING CARE, INC.
OUR FILE NO: 10840.001

300001582869
-09/12/95--01091--010
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Amendment to Articles of Incorporation of North American Nursing Care, Inc., along with their check in the amount of \$35.00 for the filing fees. Kindly return a date stamped copy of the Amendment to this office at your earliest convenience.

Should you have any further questions, please feel free to contact this office.

Sincerely,

LAW OFFICES OF STUART R. MORRIS, P.A.

Stuart R. Morris

SRM/kv
Encls.

SH SEP 28 1995.

Amend.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 22 AM 11:04

ADDITIONAL OFFICES:

FORT LAUDERDALE: 7880 NORTH UNIVERSITY DRIVE, SUITE 201, FORT LAUDERDALE, FLORIDA 33321
AVENTURA: 20801 BISCAYNE BOULEVARD, SUITE 420, AVENTURA, FLORIDA 33180



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 14, 1995

Stuart R. Morris, P.A.
2000 Glades Rd.
Suite 412
Boca Raton, FL 33431

SUBJECT: NORTH AMERICAN NURSING CARE, INC.
Ref. Number: P95000006966

We have received your document for NORTH AMERICAN NURSING CARE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "Initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The Incorporator(s) cannot be amended or changed. Please correct your document accordingly.

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

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 495A00042377

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 22 AM 11:04

LAW OFFICES OF
STUART R. MORRIS, P.A.

ATTORNEY AND CERTIFIED PUBLIC ACCOUNTANT

TELEPHONE:
407-750-3850 (BOCA RATON)
305-728-1214 (BROWARD)
305-882-8330 (AVENTURA)

2000 GLADES ROAD
SUITE 412
BOCA RATON, FL 33431

FAX:
407-750-4080
E-MAIL:
srmmorris@gato.net

September 19, 1995

Mr. Steven Harris
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: NORTH AMERICAN NURSING CARE, INC.
OUR FILE NO: 10840.001

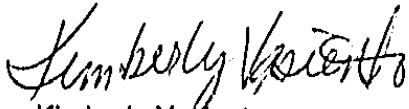
Dear Mr. Harris:

Enclosed please find an original and one copy of the corrected Articles of Amendment to Articles of Incorporation of North American Nursing Care, Inc., along with a copy of your correspondence dated September 14, 1995. The check for \$35.00 was previously sent to you. Kindly file this amendment and return a date stamped copy to this office in the enclosed, postage, prepaid envelope.

Should you have any further questions, please feel free to contact this office.

Very truly yours,

LAW OFFICES OF STUART R. MORRIS, P.A.



Kimberly Vasiento
Secretary to
Stuart R. Morris

KV/bm
Enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 22 AM 11:04

ADDITIONAL OFFICES:

FORT LAUDERDALE: 7880 NORTH UNIVERSITY DRIVE, SUITE 201, FORT LAUDERDALE, FLORIDA 33321

AVENTURA: 20801 BISCAYNE BOULEVARD, SUITE 420, AVENTURA, FLORIDA 33180

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
NORTH AMERICAN NURSING CARE, INC.

We the undersigned, being the President and Secretary of North American Nursing Care, Inc., a Florida Corporation, hereby certify that the following Amendment to the Articles of Incorporation was duly adopted unanimously by all of the Directors and all of the Shareholders at a meeting duly held by them on the 21st day of April, 1995:

AMENDMENT

- ARTICLE II is amended to read as follows: The principal office of the corporation shall be 3500 Gateway Drive, Suite 205, Pompano Beach, Florida 33069.

- ARTICLE III is amended to read as follows: The number constituting the Board of Directors of the corporation is two (2), and the names and addresses of the persons who are to serve are:

Nancy C. Tarinelli	7661 West Country Club Blvd Boca Raton, Florida 33487
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Jeffrey D. Merritt	2941 Crosley Drive West, Apt A West Palm Beach, Florida 33415
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- ARTICLE V is amended to read as follows: The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock having a \$.01 par value per share.

- ARTICLE VII is amended to read as follows: The Corporation's registered office, and the name of its registered agent at said address, are as follows:

Nancy C. Tarinelli
3500 Gateway Drive
Suite 205
Pompano Beach, Florida 33069

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

RECEIVED
DIVISION OF STATE
CORPORATIONS
95 SEP 22
AM 11:04

Nancy C. Tarinelli
Nancy C. Tarinelli, President
Jeffrey D. Morritt
Jeffrey D. Morritt, Secretary

Notary Public (L.H.S. | D. Lewis & Co.)
State of Florida at Large



95 SEP 22 4:11:04
DIVISION OF STATE
CORRECTIONS