

P95000008377

Charter Number Only

31-15 *Yuma*
4200
Julian Mesa
Requestor's Name
3191 Coral Way
Address
Miami, P. 33145
City State ZIP Phone
448-1363

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CORPORATION(S) NAME

US Home Health

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ARTICLE OF INCORPORATION
OF
U.S. HOME HEALTH, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, HEREBY ASSOCIATED TOGETHER FOR THE
PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF FLORIDA, BY
AND UNDER THE PROVISIONS OF THE STATUS OF THE STATE OF FLORIDA,
PROVIDING FOR FORMATION, LIABILITIES, RIGHTS, PRIVILEGES AND
IMMUNITIES OF CORPORATION FOR PROFIT.

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE U.S. HOME HEALTH, INC.
ITS BUSINESS SHALL BE CARRIED AT MIAMI, FLORIDA, AND AT SUCH OTHER
POINTS OR PLACES IN THE STATE OF FLORIDA AND IN THE UNITED STATES
AND FOREIGN COUNTRIES AS MAY, FROM TIME TO TIME, BE AUTHORIZED BY
THE BOARD OF DIRECTORS. ITS PRINCIPAL OFFICE SHALL BE AT 3191
CORAL WAY SUITE 200 MIAMI, FLORIDA 33145.

ARTICLE II

THE GENERAL NATURE OF THE BUSINESS OR BUSINESSES TO BE
TRANSACTIONED IS AS FOLLOWS:

SECTION I: THAT OF HOME HEALTH CARE AND RELATED MEDICAL SERVICES.

SECTION II: THAT OF PURCHASING, LEASING, RENTING, SELLING HOLDING AND OTHERWISE ACQUIRING AND DISPOSING OF REAL ESTATE AND PERSONAL PROPERTY, BOTH TANGIBLE AND INTANGIBLE, AND CHOOSES IN ACTION EITHER AS OWNER, BROKER AGENT OR FACTOR.

SECTION III: IN THE PURCHASE OR ACQUISITION OF PROPERTY, BUSINESS RIGHTS OR FRANCHISES, OR FOR ADDITIONAL WORKING CAPITAL OR FOR ANY OTHER OBJECT IN OR ABOUT ITS BUSINESS OF AFFAIRS, AND WITHOUT LIMIT AS TO AMOUNT, TO INCUR DEBTS, AND TO RAISE, BORROW AND SECURE THE PAYMENT OF MONEY IN ANY LAWFUL MANNER, INCLUDING THE ISSUE AND SALE OR OTHER DISPOSITION OF BONDS, WARRANTS, DEBENTURES, OBLIGATIONS, NEGOTIABLE AND TRANSFERABLE INSTRUMENTS AND EVIDENCE IF INDEBTEDNESS OF ALL KINDS, WHETHER SECURED BY MORTGAGE, PLEDGE, DEED OF TRUST, OR OTHERWISE.

SECTION IV: THIS CORPORATION SHALL HAVE ALL THE GENERAL POWERS, TOGETHER WITH ALL THE ADDITIONAL AND SPECIFIC POWERS GRANTED BY THE LAWS OF THE STATE OF FLORIDA, AS WELL AS ALL IMPLIED POWERS IN CARRYING OUT THE FOREGOING EXPRESSED POWERS.

SECTION V: THE FOREGOING CLAUSES SHALL BE CONSTRUED BOTH AS OBJECTS AND POWERS, BUT NO RECITATION, EXPRESSION OR DECLARATION OR SPECIFIC OR SPECIAL POWERS OR PURPOSES HEREIN ENUMERATED SHALL BE DEEMED TO BE EXCLUSIVE, BUT IT IS HEREBY EXPRESSLY DECLARED THAT ALL OTHERS LAWFUL POWERS PERMITTED TO CORPORATIONS FOR PROFIT ARE HEREBY INCLUDED.

ARTICLE III

THE MAXIMUM NUMBER OF SHARES OF STOCK THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME SHALL BE 1000 SHARES OF \$1.00 PAR VALUE.

ARTICLE IV

THIS CORPORATION SHALL BEGIN BUSINESS WITH A CAPITAL OF NOT LESS THAN (\$ 1,000.00) ONE THOUSAND DOLLARS.

ARTICLE V

THIS CORPORATION SHALL EXIST PERPETUALLY

ARTICLE VI

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE LOCATED IN MIAMI FLORIDA, AND IT MAY HAVE SUCH OTHER PLACES OF BUSINESS, BOTH WITHIN AND OUTSIDE THE STATE OF FLORIDA AND IN FOREIGN COUNTRIES, AS MAY BE NECESSARY OR CONVENIENT.

ARTICLE VII

THE BUSINESS OF THIS CORPORATION SHALL BE CONDUCTED BY A BOARD OF DIRECTORS OF NOT LESS THAN ONE (1) DIRECTOR, THE EXACT NUMBER OF DIRECTORS TO BE FIXED BY THE BY-LAWS OF THIS CORPORATION.

ARTICLE VIII

THE NAME AND POST OFFICE ADDRESSES OF THE FIRST BOARD OF DIRECTORS OF THIS CORPORATION, WHO SHALL HOLD OFFICE UNTIL ORGANIZATION MEETING OF THIS CORPORATION, AND UNTIL THEIR SUCCESSORS ARE ELECTED AND HAVE QUALIFIED IS JULIAN L. MESA 3191 CORAL WAY SUITE 200, MIAMI, FLORIDA 33145.

THE OFFICES TO BE HELD BY THE ABOVE NAMED DIRECTOR IS AS FOLLOWS:

JULIAN L. MESA - PRESIDENT

ARTICLE IX

THE NAMES AND POST OFFICE ADDRESSES OF EACH SUBSCRIBER OF THESE ARTICLES OF INCORPORATION, AND A STATEMENT OF THE NUMBER OF SHARES OF STOCK WHICH EACH AGREES TO TAKE IS AS FOLLOWS:

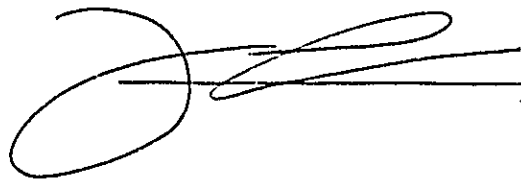
<u>NAME</u>	<u>ADDRESS</u>	<u>NO. SHARES</u>	<u>VALUE</u>
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JULIAN L. MESA	3191 CORAL WAY SUITE 200 MIAMI, FL. 33145.	1,000	\$ 1,000.00
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ARTICLE X

THE PROVISION OF THIS CHARTER, AND EACH AND EVERY ARTICLE AND SECTION HEREOF, AND THE BY-LAWS OF THIS CORPORATION SHALL BE CONSIDERED A PART OF EVERY CONTRACT AND TRANSACTION TO WHICH THIS CORPORATION SHALL BE A PARTY. EVERY PERSON, ASSOCIATION AND/OR CORPORATION DEALING WITH THIS CORPORATION IS HEREBY CHARGED WITH NOTICE AND KNOWLEDGE OF THIS CORPORATION.

IN WITNESS WHEREOF, WE HAVE HEREUNTO SET OUR HANDS AND SEALS
THIS 30TH DAY OF JANUARY A.D. 1995.

 (SEAL)

(SEAL)

STATE OF FLORIDA

COUNTY OF DADE

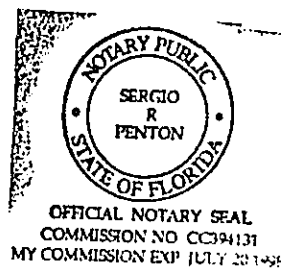
BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARED
JULIAN L. MESA TO ME WELL KNOWN TO BE THE PERSON DESCRIBED IN AND
WHO EXECUTED AND SUBSCRIBED TO THE FOREGOING ARTICLES OF
INCORPORATION AND THEY ACKNOWLEDGE, BEFORE ME, THAT THEY EXECUTED
THE SAME AND SUBSCRIBED TO THE SAME FOR THE PURPOSES THEREIN
EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL AT MIAMI, FLORIDA SAID STATE
AND COUNTY, THIS 30TH DAY OF JANUARY A.D. 1995.



NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:

FIRST THAT U.S. HOME HEALTH, INC., DESIRING TO ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT CITY OF MIAMI, COUNTY OF DADE, STATE OF FLORIDA.

HAS NAMED JULIAN L. MESA LOCATED AT 3191 CORAL WAY SUITE 200 CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE. I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

BY _____



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1492 W FLAGLER ST

STATE OF FLORIDA

SUITE 200

409 EAST GAINES STREET

MIAMI FL 33135-

1-0000

TALLAHASSEE, FL 32399

CONTACT: RAY STORMONT

FAX: (904) 922-4000

PHONE: (305) 541-3894

FAX: (305) 541-3770

((H96000003093))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: U.S. HOME HEALTH, INC.

FAX AUDIT NUMBER: H96000003093

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(2)

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
OF
U.S. HOME HEALTH, INC.

795000008377

PURSUANT TO THE PROVISIONS of Section 607.1006, of the
Florida Statutes, this Corporation adopts the following articles
of amendment to its Articles of Incorporation:

FIRST: AMENDMENT ADOPTED.

Article I. The Name of the Corporation is being
amended from that of "U.S. HOME HEALTH, INC." to that of
"U.S. HEALTH PRODUCTS, INC."

SECOND: DATE OF ADOPTION.

The date of this Amendment's adoption is that of March 4
of 1996.

THIRD: ADOPTION OF AMENDMENT.

The Amendment was adopted by the Board of
Directors without Shareholder action, and Shareholder
action was not required.

SIGNED AND EXECUTED on the date first stated above.

U.S. HOME HEALTH, INC.
A Florida Corporation


Angel Arriero
Chairman of the Board of Directors

Francisco M. Dumenigo, Esq.
2601 S. Bayshore Dr. 19th Floor
Coconut Grove, FL 33133
(305) 834. 9500 /

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