

LAW OFFICES
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P95000010865

February 2, 1995

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation
United Quality Nursing, Inc.

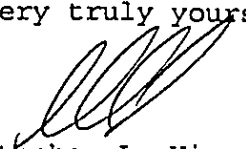
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***122.50 ***122.50

Gentlemen:

Enclosed herewith are two (2) executed copies of Articles of Incorporation of United Quality Nursing, Inc. along with a check in the amount of \$122.50. Please return the certified copy in the enclosed self addressed stamped envelope to the undersigned.

If there are any questions, please call.

Very truly yours,


Stephen L. Vinson, Jr.

SLV/ip

Enclosures

FILED
1995 FEB -6 AM 8:20
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

SLV
2/09/95
P95-10865

**ARTICLES OF INCORPORATION
OF
UNITED QUALITY NURSING, INC.**

FILED
1995 FEB -6 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is United Quality Nursing, Inc., and its address is 7593 N.W. 8th Street, Bay #3, Miami, Florida 33126.

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The general purpose for which the corporation is organized are:

(1) To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

(2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 500. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2964 Aviation Avenue, Third Floor, Coconut Grove, Florida and the name of its initial registered agent at such address is Stephen L. Vinson, Jr.

ARTICLE VI

DIRECTORS

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial board of directors is five (5). The name and address of the persons who are to serve as the member of the initial board of directors are:

Aida Salazar, President
9975 S.W. 87th Avenue
Miami, Florida 33176

Carmen Suarez Mederos, Vice-President
2415 Meguardia Drive
North Miami, Florida 33181

Estella Castaneda, Treasurer
2690 W. 72 Street
Hialeah, Florida 33016

Aida Lopez, Secretary
1180 S.W. 141 Avenue
Miami, Florida 33172

Elia Murias, Vice-President
9065 N.W. 147 Terrace
Miami, Florida 33016

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is:

Stephen L. Vinson, Jr., P.A.
Grove Place, Suite 300
2964 Aviation Avenue
Coconut Grove, Florida 33133

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Feb . Executed by the undersigned on the 2nd day of
_____, 1995

Stephen E. Vinson, Jr., Incorporator

STATE OF FLORIDA)

) SS:

COUNTY OF DADE)

BEFORE ME appeared Stephen E. Vinson, Jr., to me personally known to be the person described in and who subscribed the above Articles of Incorporation and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 2nd day of Feb, 1995.

Autumn Swagerman
NOTARY PUBLIC

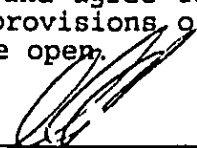
Autumn Swagerman
Printed Name

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. APR. 26, 1995
BONDED THRU GENERAL INS. UND.

Acknowledgment of Appointment by Registered Agent

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



Stephen L. Vinson, Jr.
Registered Agent

FILED
1995 FEB - 6 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA