

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0191 FAX

800-342-8086

**csc networks**

P95000017169

MAIL TO:  
P.O. BOX 5020  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 552233 5312A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : March 2, 1995

ORDER TIME : 9:35 AM

ORDER NO. : 552233

CUSTOMER NO: 5312A

CUSTOMER: Kit Russell, Legal Assistant  
ANNIS MITCHELL COCKEY  
EDWARDS & ROEHN, P.A.  
201 North Franklin  
Suite 2100  
Tampa, FL 33602

COMMUNICATIONS SECURITY  
GROUP, INC. 016  
\*\*\*\*\*0160 \*\*\*\*\*0160

DOMESTIC FILING

P95000017169

NAME: HEALTHCARE GROUP RESOURCES,  
INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

FILED  
95 MAR -2 PM 10:45  
TALLAHASSEE, FLORIDA  
3-2-95  
C/17

ARTICLES OF INCORPORATION  
OF  
HEALTHCARE GROUP RESOURCES, INC.

FILED  
95 MAR -2 PM 10:45  
SEC  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I

Name and Address

The name of this Corporation is: HEALTHCARE GROUP RESOURCES, INC. The mailing and street address of the Corporation is: 711 STANTON DRIVE, FT. LAUDERDALE, FLORIDA 33326.

ARTICLE II

Term of Existence

This Corporation shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.

ARTICLE III

Purpose

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Powers

The Corporation shall have the power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile

thereof, to be impressed, affixed, or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Business Corporation Act within or without the State of Florida.

(k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation,

partnership, limited partnership, joint venture, trust, or other enterprise.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

#### ARTICLE V

##### Capital Stock

This Corporation is authorized to issue 1,000,000 shares of \$0.01 par value common stock, which shall be designated Common Shares.

#### ARTICLE VI

##### Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 711 STANTON DRIVE, FT. LAUDERDALE, FLORIDA 33326, and the name of its initial registered agent at such address is JEFFREY HENNES.

#### ARTICLE VII

##### Initial Board of Directors

This Corporation shall have ONE (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial director of this Corporation are:

<u>Name</u>	<u>Address</u>
JEFFREY HENNES	711 STANTON DRIVE FT. LAUDERDALE, FLORIDA 33326

ARTICLE VIII

Incorporator

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

Name

JEFFREY HENNES

Address

711 STANTON DRIVE  
FT. LAUDERDALE, FLORIDA 33326

ARTICLE IX

Bylaws

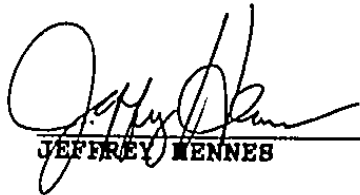
The power to adopt, alter, amend or repeal Bylaws shall be vested in the stockholders of this Corporation.

ARTICLE X

Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation, this 27 day of FEBRUARY, 1995.

  
\_\_\_\_\_  
JEFFREY HENNES

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Corporation, at the place designated herein, I heroby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
JEFFREY HENNES

Dated: FEBRUARY 27, 1995

FILED  
95 MAR -2 PM 10:47  
SECRET  
TALLAHASSEE, FLORIDA

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9371  
904-222-0393 FAX

800-342-8086

**W95000017169**

PRESTIGE PLUS  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 585486 5312A

AUTHORIZATION :

COST LIMIT : 0 PREPAID

ORDER DATE : April 26, 1995

ORDER TIME : 10:12 AM

ORDER NO. : 585486

CUSTOMER NO: 5312A

CUSTOMER: Kit Russell, Legal Assistant  
Annie Mitchell Cockey  
201 North Franklin  
Suite 2100  
Tampa, FL 33602

500001465348  
-04/26/95--01052--039  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

*name  
change  
amend*

DOMESTIC AMENDMENT FILING

NAME: HEALTHCARE GROUP RESOURCES,  
INC.

W95000008988

☐ ARTICLES OF AMENDMENT  
☐ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF STATUS

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS: \_\_\_\_\_

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 APR 27 PM 4:35

FILED

*4/28/95*  
*DK*  
*DK*  
*DK*  
*DK*  
*DK*





FLORIDA DEPARTMENT OF STATE  
Sandra B. Northam  
Secretary of State

April 27, 1995

CSC NETWORKS  
CAROL H.  
TALLAHASSEE, FL

SUBJECT: HEALTHCARE GROUP RESOURCES, INC.  
Ref. Number: P95000017169

We have received your document for HEALTHCARE GROUP RESOURCES, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the person signing the document must be typed or printed beneath the signature.

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) 487-6957.

Joy Moon-French  
Corporate Specialist

Letter Number: 995A00020075

4-27-95  
RESUBMIT

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
HEALTHCARE GROUP RESOURCES, INC.

FILED  
95 APR 27 PM 4:35  
SECRET  
TALLAHASSEE  
STATE  
FLORIDA

HEALTHCARE GROUP RESOURCES, INC., a corporation duly organized and existing under the laws of the State of Florida, hereby certifies as follows:

Pursuant to written action of the sole stockholder of the Corporation, in lieu of a special meeting, the following resolutions were adopted on APRIL 19, 1995, amending the Articles of Incorporation:

RESOLVED, that Article I of the Articles of Incorporation filed with the Secretary of State of Florida be amended as hereinafter set forth:

"The name of this Corporation is: GUARDIAN HOME HEALTH, INC."

Pursuant to Section 1003(6) of the Florida Statutes, the amendment to the Articles of Incorporation of the Corporation was approved without action by the Board of Directors. The Corporation has only one voting group entitled to vote on all matters. The number of votes cast was sufficient for approval of the amendment.

WHEREUPON, this 19 day of APRIL, 1995, the Corporation has caused its President to executed these Articles of Amendment to Articles of Incorporation so that, on the filing hereof, the Articles of Incorporation shall be deemed amended accordingly.

HEALTHCARE GROUP RESOURCES, INC.

By: Jeffrey Hennes

President

JEFFREY HENNES