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February 17, 1995

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Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

Re: GABLES HOME HEALTH CARE, INCORPORATED

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above captioned corporation. Our check for \$122.50 is also enclosed for the filing fees.

Please file the Articles and return the certified copy to this office.

Thank you for your cooperation in this matter.

Sincerely yours,

CARLOS & ABBOTT, P.A.

John T. Prahl
John T. Prahl

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TALLAHASSEE, FLORIDA

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SEC. OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

1. The name of the Corporation is:

GABLES HOME HEALTH CARE, INCORPORATED

2. The mailing address for the corporation shall be 2645 S.W. 37 Avenue, Suite 703A, Coral Gables Florida 33133.

3. The period of its duration is perpetual.

4. The purpose is to engage in activities or business permitted under the laws of the United States and Florida.

5. The corporation shall have authority to issue 5,000 shares, all of one class, \$1.00 par value.

6. The address of it's initial registered office is 999 Ponce de Leon Blvd. Suite 1150, Coral Gables, Florida 33134, and the name of its initial registered agent at said address is John T. Prah.

7. The number of directors constituting its initial board of directors is One (1) whose names and addresses are:

NAME

ADDRESS

Hugo Martinez

P.O. Box 144522
Coral Gables
Florida 33134

8. The name and address of the Incorporator is:

NAME

ADDRESS

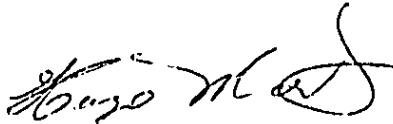
Hugo Martinez

P.O. Box 144522
Coral Gables
Florida 33134

9. Preemptive Rights shall be as follows: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Shareholders, such of the shares of the stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to

that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder to all shares of common stock currently authorized (authorized and issued).

DATED this 22 day of February, 1995.


Hugo Martinez,

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged by me this 22 day of February, 1995, by Hugo Martinez, who is personally known to me, or who produced FL DL as identification and who did take an oath.


NOTARY PUBLIC

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR 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 Gables Home Health Care, Incorporated desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Coral Gables, County of Dade, State of Florida, has named John T. Prah, Esq., 999 Ponce de Leon Blvd. Suite 1150, Coral Gables, FL. 33134

(Street address and number of building, post office box address not acceptable)

City of Coral Gables County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated 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.



John T. Prah

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CLERK OF COURT
DADE COUNTY
FLORIDA