

LAW OFFICES
RAFAEL A. CENTURION

P95000022467

1100 NORTHEAST 125TH STREET
NORTH MIAMI, FLORIDA 33161
TELEPHONE (305) 891-1221
TELEFAX (305) 893-4804

March 16, 1995

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

To whom it may concern:

Enclosed please find the original and one copy of the Articles of Incorporation of Optima Home Health, Inc. Also enclosed is a check in the amount of \$122.50.

Please return a certified copy of the Articles to the address.

Thank you for your assistance.

Very truly yours,


Rafael A. Centurion

RECEIVED
MAR 20 1995
TALLAHASSEE, FLORIDA
***122.50 ***122.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAR 20 AM 8:56
above

3/16/95
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ARTICLES OF INCORPORATION

OF

OPTIMA HOME HEALTH, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

OPTIMA HOME HEALTH, INC.

ARTICLE II NATURE OF BUSINESS

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 III PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1100 NE 125th Street
Suite 209
North Miami, FL 33161

ARTICLE IV SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 shares of common stock with a value of \$1.00 per share

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Cedric Straker
1100 NE 125th Street
Suite 209
North Miami, FL 33161

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Corporation is (are):

Cedric Straker
1100 NE 125th Street
Suite 209
North Miami, FL 33161

ARTICLE VII TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Cedric Straker - President and Treasurer
1100 NE 125th Street
Suite 209
North Miami, FL 33161

Anthony Francois - Vice President and Secretary
1100 NE 125th Street
Suite 209
North Miami, FL 33161

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this

28th day of FEB, 19 95.



Cedric Straker

FEB 28 11 53 AM '95
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 or 617.0505, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

OPTIMA HOME HEALTH, INC.


2. The name and address of the registered agent and office is:

Cedric Straker
1100 NE 125th Street
Suite 209
North Miami, FL 33161

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE

DATE


2-28-95

P95000022467



June 21, 1995

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

BOARD OF DIRECTORS

Officers

Dr. Roy Hulse
President
Hoskins Butler, Jr.
Secretary
Verbert C. Anderson
Treasurer

Members

Cornelius E. Allen
Reginald Clyne, Esq.
J. Wilford Fox
Ronald E. Frazier
Howard V. Gay
Howard Haskley, Jr., M.D.
John A. Hall
George E. Hepburn, Jr.
George F. Knox, Esq.
Ken Mason
Congresswoman Carrie P. Meek
Garth C. Reeves
Neil Robinson
Doratha Stewart
Kathleen Johnson Street
Elaine H. Black,
Executive Director

RE: Articles of Amendment to Articles
of Incorporation of OPTIMA HOME
HEALTH, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of the
Articles of Amendment to Articles of Incorporation for
OPTIMA HOME HEALTH, INC. a Corporate Resolution authori-
zing the amendment, and check #1002 in the sum of eighty-
seven dollars and fifty cents (\$87.50) to cover the
filing fee.

Please file the above-noted documents and return a
file-marked, certified copy of the documents to the
following:

STANLEY B. LEWIS
ATTORNEY AT LAW
TOOLS FOR CHANGE
6255 N.W. 7th Avenue
Miami, Florida 33150

000001522870
-06/26/95--01038--002
*****87.50 *****87.50

Thank you for your attention to this matter.

Sincerely,

Stanley B. Lewis
Stanley B. Lewis
Attorney at Law

Encl.

Amend
D/S
EB

TOOLS FOR CHANGE
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

6255 N.W. 7th Avenue • Miami, FL 33150 • Telephone: (305) 751-8934 • Facsimile: (305) 751-1619

FILED
95 JUN 26 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Returned

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
OPTIMA HOME HEALTH, INC.**

FILED
95 JUN 26 PM 2:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Sections 607.1006 of the Florida Statutes, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is OPTIMA HOME HEALTH, INC.
2. The following amendments to the Articles of Incorporation were adopted by the Board of Directors of the Corporation on June 1, 1995, in the manner prescribed by the Florida Business Corporation Act:

"ARTICLE IV, SHARES", is hereby amended to state as follows:

The Corporation is authorized to issue One Hundred Fifty Thousand (150,000) shares of common stock with a par value of one dollar (\$1.00) per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

"ARTICLE VIII, OFFICERS" is hereby amended as follows:

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed are:

CEDRIC STRAKER - President and Treasurer
1100 N.E. 125th Street, Suite 209
North Miami, Florida 33161

CYNTHIA LEWISON - Vice President and Secretary
1100 N.E. 125th Street, Suite 209
North Miami, Florida 33161

The following articles are being added to the original Articles of Incorporation:

ARTICLE IX - BOARD OF DIRECTORS

The affairs and corporate powers of the Corporation shall be managed by a board of directors. The conditions of election to the board of directors and the number of directors, which may be either

increased or decreased from time to time by the Bylaws but shall never be less than one, shall be as provided in the Bylaws.

ARTICLE X - PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any now or reissued stock of the Corporation, shall have the right to purchase his/her pro-rata share thereof at the price at which it is offered to others.

ARTICLE XI - AMENDMENTS

These Articles of Incorporation may be amended by the shareholders or board of directors, in the manner now or hereinafter prescribed by statute or set forth in the Corporation's Bylaws, so long as same does not conflict with the Florida Statutes.

3. There are no stockholders of the Corporation entitled to vote on the proposed amendments to the Articles of Incorporation.

IN WITNESS WHEREOF, I, the undersigned Director/President of the Board of Directors of OPTIMA HOME HEALTH, INC., have signed these Articles of Amendment on this 20th day of June, 1995 and acknowledge the same to be my act.


CEDRIC STRAKER, Director/President

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this 20th day of June, 1995, by CEDRIC STRAKER, as Director/President of OPTIMA HOME HEALTH, INC. a Florida corporation, on behalf of the corporation. He personally appeared before me at the time of the notarization and has produced a Florida Driver's License for identification.

NOTARY PUBLIC:

Sign: Stanley B. Lewis

Print: Stanley B. Lewis
State of Florida at Large



STANLEY B. LEWIS
My Commission CC407757
Expires Sep. 18, 1998
Bonded by HAI
800-422-1555