

NEW WOMEN ENTREPRENEUR CENTER

Empowering Women to Achieve Success!

(Not for Profit Corporation)

May 12, 1995

PEQUUB9256



Florida Department of State
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RECEIVED
95 MAY 17 AM 6:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO WHOM IT MAY CONCERN:

Enclosed please find Amended Articles of Incorporation for **Nursing Care of America Corporation** together with a check for \$122.00 for its registration with the State of Florida and return to us at the following address:

New Women Entrepreneur Center, Corp.
5040 N.W. 7th Street, Suite 415
Miami, Florida 33126

Thank you for your attention,

Cordially,

Bettina Rodriguez-Aguilera

BRA:gy
Enclosures

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5/19/95
(75)

ARTICLES OF INCORPORATION
OF
Nursing Care of America, Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is Nursing Care of America, Corporation

ARTICLE II - DURATION

This corporation is to exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

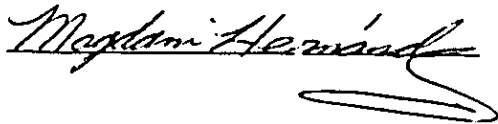
ARTICLE VI - PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

The principal office of this corporation is at 3525 N.W. 7th Street, Florida 33125
The name of the registered agent of this corporation at that address is Magdami Hernandez.

ARTICLE XI - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereof, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS THEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 12th day of May, 1995.

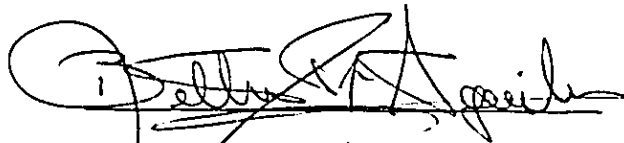


STATE OF FLORIDA

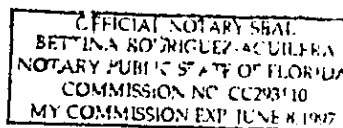
COUNTY OF DADE

THE FOREGOING ARTICLES OF INCORPORATION were sworn to and acknowledged before me on this 12th day of May, 1995 by

Notary Public


State of Florida

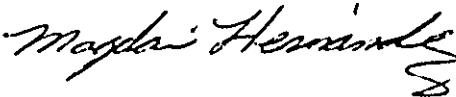
My commission expires:



ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time, in accordance with the by-laws of the corporation, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Name: Magdami Hernandez
Address: 2351 S.W. 10th Street
Miami, FL 33135



Name: Luis Roca
7885 S.W. 17th Street
Miami, FL 33155



ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Name: Magdami Hernandez Address: 2351 S.W. 10th Street
Miami, FL 33135

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS
WITHIN THE 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:

THAT, **Nursing Care of America, Corporation**, desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation has named Magdami Hernandez, as its Agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in that capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: Magdami Hernandez

P95000039256



September 14, 1995

Florida Department Of State
Division Of Corporations
P.O. Box # 6327
Tallahassee, FL. 32314

P-1500031256

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 19 AM 11:15

Dear Ms. Northam:

I Would like to take this opportunity to advise your department
that our agency NURSING CARE OF AMERICA, has moved to a new
business location.

NEW ADDRESS

7400 S.W. 88th. Street
Suite # 209
Miami, FL. 33156

OLD ADDRESS

3525 N.W. 7th. Street
Miami, FL. 33125

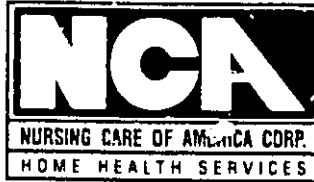
Should you require additional information, please contact our office.

Sincerely,

NURSING CARE OF AMERICA

Magdani Hernandez
President

Dadeland Medical Building • 7400 S.W. 88 Street • Suite #209 • Miami, Florida 33156
Phone: (305) 670-4555 • Fax: (305) 670-4556



P95000039256

JUNE 21, 1996

SECRETARY OF STATE, DIVISION
OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

TO WHOM IT MAY CONCERN:

PLEASE BE ADVISED THAT NURSING CARE OF AMERICA, CORP. LOCATED AT
DADELAND MEDICAL BUILDING 7400 S.W. 88 ST SUITE 209
MIAMI, FLORIDA 33156. HAS RELOCATED A CORPORATE OFFICE AT
3501 N.E. 2ND AVENUE, MIAMI, FLORIDA 33137

THANK YOU


MAGDANI HERNANDEZ
PRESIDENT

P95-39256

12/20/7/3-30
New AR

JAN 27 12:46 PM FAX NO. 305 541 4015 P.
P95000039256

1/02/97
1:46 AM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000000054 1))

TO: DIVISION OF CORPORATIONS
(904) 922-4000

FAX #:

FROM: NURSING CARE OF AMERICA, CORPORATION
071324000655

ACCT#:

CONTACT: ROLANDO TRUJILLO
PHONE: (305) 541-0790

FAX #:

(305) 541-4015

NAME: NURSING CARE OF AMERICA, CORPORATION

AUDIT NUMBER.....H97000000054

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..1

PAGES..... 2

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$43.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE
FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

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Handwritten signature

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H97000000054

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
NURSING CARE OF AMERICA, CORPORATION

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, Filed 5-17-95 number P95000039256.

FIRST: The name of the corporation is NURSING CARE OF AMERICA, CORPORATION.

SECOND: The following amendments of the Articles of Incorporation were adopted by the corporation:

Change of Officers & Registered Agent

From: MAGDAMI HERNANDEZ PRESIDENT & REGISTERED AGENT
7400 S.W. 88 Street, Suite 209
Miami, FL 33156

LUIS ROCA VICE PRESIDENT
7400 S.W. 88 Street, Suite 209
Miami, FL 33156

To: IRENE BOUZA PRESIDENT & VICE PRESIDENT
801 West 49 Street, Suite 244 & REGISTERED AGENT
Hialeah, FL 33012

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIRD: The amendment was adopted by the Board of Directors on the 22nd Day of December, 1996.

FOURTH: The date of adoption by unanimous consent of the shareholders was on the 22nd Day of December, 1996.

Dated: December 22, 1996


MAGDAMI HERNANDEZ, President
& Registered Agent


LUIS ROCA, Vice President


IRENE BOUZA, President, Vice President &
Registered Agent.

Prepared By:
Irene Bouza
801 West 49 Street, Suite 244
Hialeah, FL 33012
Tel: 305-828-7309

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: NURSING CARE OF AMERICA, CORPORATION

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

Irene Bouza

(Name)

801 West 49 Street, Suite 244

(P.O. Box not acceptable)

Hialeah, FL 33012

(City/State)

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.

X



(Signature)

REGISTERED AGENT

December 22, 1996

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL
H97000000054