

P95000056/61

July 18, 1995

Via Express Mail

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

Re: Americare Home Health, Inc.

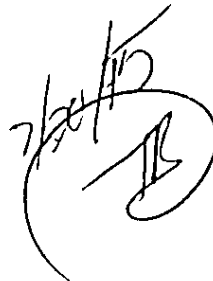
Dear Corporate Specialist:

Enclosed please find the Articles of Incorporation for Americare Home Health, Inc., along with a check in the amount of \$122.50 for the corresponding filing and certification fees. Please forward the requested certified copy of these articles to:

Jorge Monje
8265 S.W. 39th Street
Miami, Florida 33155

Thank you.

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-07/18/95--01075--005
****122.50 ****122.50

A handwritten signature and initials, possibly "J. Monje", are written in dark ink. The signature is stylized and includes a large circular flourish at the bottom.

ARTICLES OF INCORPORATION
OF
AMERICARE HOME HEALTH, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation

ARTICLE I

The name of the corporation ("Corporation") is Americare Home Health, Inc.

ARTICLE II

The address of the principal office of the Corporation is 601 Brickell Key Drive, Suite 1020, Miami, Florida 33131.

ARTICLE III

The maximum number of shares this Corporation is authorized to issue is 500, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE IV

The initial street address of the Corporation's registered office is 8265 S.W. 39th Street, Miami, Florida 33155. The initial registered agent for that Corporation at that address is Jorge Monje.

ARTICLE V

The names and street addresses of the persons signing these articles of incorporation are:


Jorge Monje

8265 S.W. 39 Street
Miami, Florida 33155

ARTICLE VI

The Corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

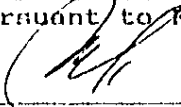
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this _____ day of July, 1995.



Jorge Monje

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Americare Home Health, Inc. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to P.S. 607.0501(3).



Jorge Monje

Date: 7-18-95