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

Subject:

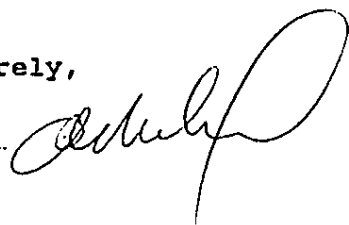
Dear Sir:

Enclosed is original and one copy of Articles of Incorporation and
Certification of Designation Registered Agent/Registered Office for

Also enclosed is a check in the amount of \$122.50 for costs to
incorporate.

Please process documents accordingly.

Sincerely,



FILED
96 FEB -7 AM 9:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

GB 2/2/96

ARTICLES OF INCORPORATION

**for
D & A Home Health Inc
121 NW 40th Avenue
Plantation, Fl 3331**

FILED

96 FEB -7 AM 9:00

**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be D & A Home Health Inc.
and the initial address of this corporation shall be, 121 NW 40th Avenue, Plantation,
Florida 33317.

ARTICLE II

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

The capital stock authorized, the par value thereof, and the characteristics of such
stock shall be as follows:

Number of Shares Authorized	Per Value Per Share Stock	Class of Stock
100	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or
personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of
Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be 121 NW 40th Avenue, Plantation, Florida 33317 with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be

ARTICLE VI

This corporation shall have 2 directors initially. The name and street address of the initial directors who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Alethia Windross
4000 NW 65th Avenue,
Hollywood, Fl 33024

Dorrett Donaldson
650 E. Melrose Circle,
Ft. Laud., Fl 33312

ARTICLE VII

The corporation shall have 4 officers initially. The name and street address of the initial officers who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

O'Neil Michael President
7433 NW 49th Street
Lauderhill, Fl 33319
Patrick Dwyer Vice President
7401 NW 3 rd Ct.
Plantation, Florida 3317
Norma Michael Secretary
7433 NW 49th Street
Lauderhill, Fl 33319
Avion Dwyer Treasurer
7401 NW 3rd Ct
Plantation, Fl 33317

ARTICLE VIII

The name and address of the incorporator is, O'Neil Michael 7433 NW 49th Street, Lauderdale FL 33319

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are peculiarly or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may peculiarly or otherwise, interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

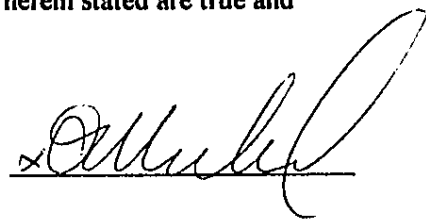
ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator herein before named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and correct.

A handwritten signature in cursive script, appearing to read "J. M. Smith", is written over a horizontal line.

STATE OF FLORIDA)
) SS:
)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared *ONEIL MICHAEL*
to me known to be the person described in and who executed the foregoing Articles of
Incorporation, who, after being duly sworn under oath, acknowledged before me that he
executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the state and county aforesaid this 21st day
of *November*, 1996



Notary Public,
State of Florida at Large

My commission expires:



MICHAEL A. AITCHISON
COMMISSION # CC 478114
EXPIRES JUN 25 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF**

D & A Home Health Incorporated

FILED

96 FEB -7 AM 9:01

**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

Pursuant to Florida Statutes Sections 48.091 and 607.501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with registered office as indicated in the Articles of Incorporation at 121 NW 40th Avenue, Plantation, Florida 33317
D & A Home Health as named O'Neil Michael located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

