

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE:

LTS Home. Care, Inc.

96 APR -2 AM 11:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Capital Express™	_____	_____
<input type="checkbox"/> Art. of Inc. File	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership File	_____	_____
<input type="checkbox"/> Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> () Cert. Copy(s)	_____	_____
<input type="checkbox"/> Art. of Amend. File	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U S.	_____	_____
<input type="checkbox"/> Fictitious Name File	_____	_____
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kit	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 File	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s, _____ Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone ()	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prop.	_____	_____
<input type="checkbox"/> FAX () pgs.	_____	_____

400.0001.766.334

-04/02/96--01020--015

***122.50 ***122.50

SUBTOTALS _____

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
_____	\$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME *11:00* _____ CK No. _____

BY *mc* _____

WALK-IN *4/2 11:00*
Will Pick Up _____

FILED

96 APR -2 AM 11:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

L & S HOME CARE, INC.

ARTICLE I-NAME

The name of this corporation is L & S HOME CARE, INC.

ARTICLE II- DURATION

The Corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with the Florida Secretary of State's Office.

ARTICLE III- PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV- CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares".

ARTICLE V- INITIAL CORPORATE OFFICE AND REGISTERED AGENT

The street address of the initial corporate office of the corporation is 19 West Flagler Street, Suite 416, Biscayne Building, Miami, Florida 33130. The name and address of the initial registered agent for the corporation is Benjamin R. Metsch, Metsch & Metsch, P.A., 19 West Flagler Street, Suite 416, Biscayne Building, Miami, Florida 33130.

ARTICLE VI- BY-LAWS

The By-Laws of the Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE VII- INITIAL BOARD OF DIRECTORS

The Corporation shall have three (3) initial Directors. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the Directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Benjamin R. Metsch	19 West Flagler Street Suite 416, Biscayne Building Miami, Florida 33130
Lawrence R. Metsch	19 West Flagler Street Suite 416, Biscayne Building Miami, Florida 33130
Susana L. Balbidares	19 West Flagler Street Suite 416, Biscayne Building Miami, Florida 33130

ARTICLE VIII- OFFICERS

The officers of the corporation are:

<u>Name</u>	<u>Office</u>
Benjamin R. Metsch	President
Lawrence R. Metsch	Vice-President
Susana L. Balbidares	Secretary/Treasurer

. . . .

ARTICLE IX- INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X- PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of the 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 XI- INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Benjamin R. Metsch, 19 West Flagler Street, Suite 416, Biscayne Building, Miami, Florida 33130.

ARTICLE XII- AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation, this 1st day of April, 1996.



BENJAMIN R. METSCH
(Incorporator)

STATE OF FLORIDA)

COUNTY OF DADE)

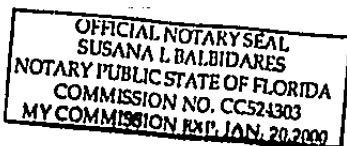
Before me, a Notary Public authorized in the State and County
set forth above, personally appeared BENJAMIN R. METSCH, known to
me and known by me to be the person, who, as Incorporator, executed
the foregoing Articles of Incorporation of L & S HOME CARE, INC.,
and he acknowledged before me that he executed those Articles of
Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal, in the State and County aforesaid, this 1st day of
April, 1996.



NOTARY PUBLIC, State of Florida

My Commission expires:



.....
ACCEPTANCE BY REGISTERED AGENT

FILED

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 12th DAY OF April, 1996.

METSCH & METSCH, P.A.

By: 

BENJAMIN R. METSCH