TATLAHASSEE, FL 32301



96 APR 24 AU 11: 31 DIVISION OF COMPRISION

ACCOUNT NO. : 072100000032

REFERENCE: 929662

AUTHORIZATION:

COST LIMIT : \$ 122.50

ORDER DATE: April 24, 1996

ORDER TIME : 10:28 AM

ORDER NO. : 929662

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein

GREENBERG TRAURIG HOFFMAN LIPOFF ROSEN & QUENTEL, P. A.

20th Floor

1221 Brickell Avenue Miami, FL 33131-3238 4303929

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DOMESTIC FILING

NAME:

HOME CARE AMERICA L.C. MEMBER,

INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

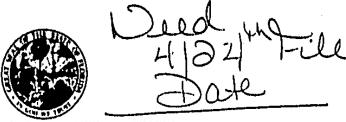
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Donna Kendrick ---

EXAMINER'S INITIALS:



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham Secretary of State April 25, 1996 **CSC NETWORKS** 1201 HAYS STREET TALLAHASSEE, FL 32301 SUBJECT: HOME CARE AMERICA L.C. MEMBER, INC. Ref. Number: W96000008941 We have received your document for HOME CARE AMERICA L.C. MEMBER, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following: The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED. Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned. If you have any questions concerning the filing of your document, please call (904) 487-6927. Kathy Hyman **Document Specialist** Letter Number: 796A00019707

ARTICLES OF INCORPORATION

OF

HOME CARE AMERICA L.C. MEMBER, INC.

ARTICLE

The name of the corporation is HOME CARE AMERICA L.C. MEMBER, INC., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 4800 North Federal Highway, Suite 200A, Boca Raton, Florida 33431.

ARTICLE III

This Corporation shall have authority to Issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with

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the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Robert Williams 4800 North Federal Highway, Suite 200A Boca Raton, Florida 33431

ARTICLE VII

The name of the Incorporator is Michael P. Levinson and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 23rd day of April, 1996.

Michael P. Levinson - Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of HOME CARE AMERICA L.C. MEMBER, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CORPORATION SERVICE COMPANY

Registered Agent Patrici // G. Pizzuto, Its Agent

Dated: April <u>24</u>, 1996