

TRANSMITTAL LETTER

996000047323

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

FILED
96 MAY 29 AM 7:47
TALLAHASSEE, FLORIDA

SUBJECT: CARRESS HOME HEALTH CARE, INC.
(Proposed corporate name - must include suffix)

900001821399
-05/14/96--01135--019
***131.25 ***131.25

Enclosed is an original and one (1) copy of the articles of Incorporation and a check for :

<input type="checkbox"/> \$70.00 Filing Fee	<input type="checkbox"/> \$78.75 Filing Fee & Certificate	<input type="checkbox"/> \$122.50 Filing Fee & Certified Copy	<input checked="" type="checkbox"/> \$131.25 Filing Fee, Certified Copy & Certificate
Additional Copy Required			

FROM: Haydee L. Vela
Name (printed or typed)

745 N.W. 126 Ct.
Address

Miami, Fl. 33182
City, State & Zip

(305) 223-5090
Daytime Telephone number

5/21/96
FD
W96-10776

6/11
6/5

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 21, 1996

HAYDEE L. VELA
745 NW 126TH COURT
MIAMI, FL 33182

SUBJECT: CARESS HOME HEALTH CARE, INC.
Ref. Number: W96000010776

We have received your document for CARESS HOME HEALTH CARE, INC. and check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 396A00025164

**ARTICLES OF INCORPORATION
OF
CARESS HOME HEALTH CARE, INC.**

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ARTICLE I - NAME

The name of this corporation is CARESS HOME HEALTH CARE, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 687, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of no par value common stock which shall be designated as 'Common Shares.'

ARTICLE V - PRE - EMOTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his or her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to other or book value (whichever is lesser amount).

ARTICLE VI - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office and the mailing address of this corporation is 745 N.W. 126th Ct., Miami, Fl. 33182 and the name of the initial registered agent of this corporation at that address is Maydee L. Vela.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is:

Maydee L. Vela
745 N.W. 126th. Ct.
Miami, Fl. 33182

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator signing these articles is: Maydee L. Vela, 745 N.W. 126th Ct., Miami, Fl. 33182

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 - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator had executed these Articles of Incorporation on the 10 day of May 1996.

Maydee Vela

Maydee L. Vela
Incorporator.

STATE OF FLORIDA)

) ss

COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgment in state and county set forth above, personally appeared Maydee L. Vela, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 10 day of May, 1996

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires:

MARTA GUEVEDO
Notary Public, State of Florida
My Comm. expires Apr 4, 1998
No. CC301571

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT, REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: CARRESS HOME HEALTH CARE, INC.

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

Haydee L. Vela

(NAME)

745 N.W. 126 Ct.

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Miami, FL 33182

(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

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.

Haydee Vela
(SIGNATURE)

5-10-96
(DATE)