

LAW OFFICES OF

*Frank W. Ricci, P.A.*

FRANK W. RICCI\*

\*MEMBER INDIANA BAR ONLY  
PRACTICE LIMITED EXCLUSIVELY

• TO IMMIGRATION & CUSTOMS LAW  
ALSO ADMITTED  
UNITED STATES SUPREME COURT

U.S. TAX COURT

U.S. COURT OF INTERNATIONAL TRADE

U.S. COURT OF APPEALS  
FOR THE FEDERAL CIRCUIT

IMMIGRATION & CUSTOMS ATTORNEYS

*P96000051086*

June 10, 1996

BETTINA DIETCH  
OFFICE ADMINISTRATOR

SENIOR PARALEGAL  
DEBBIE AHLERING

PARALEGAL STAFF  
SUSAN E. CARL  
REBECCA CRUZ  
LISA MILAM

OF COUNSEL  
DOMINICK D. FARACI

3000001861813  
-06/14/96--01020--013  
\*\*\*\*367.50 \*\*\*\*122.50

Secretary of State  
409 East Gaines Street  
Tallahassee, Florida 32399

Attn: Division of Corporations

RE: Pro One USA, Inc., Elder Care of Wellington, Inc. and Quality  
Call, Inc.

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation together with a  
check in the amount of \$367.50 for the above-referenced  
Corporations to be filed with your office.

I am also enclosing an extra copy of the Articles for you to stamp  
it "filed" and return to me in the enclosed self-addressed stamped  
envelope.

If you have any questions, please feel free to contact me.

Sincerely,

*B. Dietch*  
Bettina Dietch  
Office Administrator

/bd  
enc.

FILED  
56 JUN 13 PM 2:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. BROWN JUN 14 1996

FILED  
36 JUN 13 PM 2:39  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PRO ONE USA, INC.

I, the undersigned, hereby file these Articles of Incorporation for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit, and for that purpose I hereby certify, declare and set forth as follows, to wit:

ARTICLE I

NAME

The name of this corporation shall be:

PRO ONE USA, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature, object and purpose is to do and transact all lawful business.

ARTICLE III

CAPITAL STOCK

The capital stock of this Corporation shall be 1000 shares at \$1.00 par value, which shall be designated "Common Shares."

ARTICLE IV

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares of stock.

ARTICLE V

CORPORATE EXISTENCE

This Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said Corporation shall be 4360 Northlake Blvd., Suite 205, Palm Beach Gardens, Florida 33410, County of Palm Beach, State of Florida, and its mailing address shall be:

4360 Northlake Blvd.  
Suite 205  
Palm Beach Gardens, Fl 33410

with the privilege of having branch offices at other places within or without the State of Florida.

ARTICLE VII

REGISTERED OFFICE AND REGISTERED AGENT

The name of the registered agent and the street address of the initial registered office of this Corporation is:

Martin E. Washofsky, E.A., P.A.  
4360 Northlake Blvd., Suite 205  
Palm Beach Gardens, Florida 33410

ARTICLE VIII

OFFICERS AND DIRECTORS

The names and post office address of the initial officers and directors who shall hold office for the first year of the corporation's existence or until their successors are elected are:

Markku Hackspik, President  
4360 Northlake Blvd., Suite 205  
Palm Beach Gardens, Florida 33410

The corporation at all times shall have at least one director. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in the corporation.

#### ARTICLE IX

##### INCORPORATORS

The name and address of the person signing these Articles is:

Martin E. Washofsky, E.A., P.A.  
4360 Northlake Blvd.  
Suite 205  
Palm Beach Gardens, Florida 33410

#### ARTICLE X

##### BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and shareholders.

#### ARTICLE XI

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

#### ARTICLE XII

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

Directors of this corporation shall have the power to make or amend the bylaws and to fix any amount to be reserved for working capital.

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have first lien on the shares of its members and upon the dividends due them for any indebtedness of such members to the corporation.

IN WITNESS WHEREOF, the undersigned, being the original incorporator to the Articles of Incorporation herein, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, this 6th day of June, 1996.

In the presence of:

Bettina Dietch M E  
MARTIN E. WASHOFSKY, E.A., P.A.  
PRESIDENT  
Martina Jones

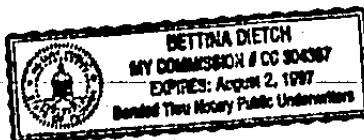
STATE OF FLORIDA  
COUNTY OF PALM BEACH:

BEFORE ME, the undersigned Notary Public, duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared Martin E. Washofsky who is personally known by me and who in my presence executed the foregoing instrument and who under oath acknowledged to me and before me that she executed same.

WITNESS my hand and official seal in the County and State last aforesaid this 6th day of June, 1996.

Bettina Dietch  
Notary Public

State of Florida at Large  
My commission expires:



FILED  
96 JUN 13 PM 2:39  
CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE NINTH JUDICIAL CIRCUIT  
FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.

Martin E. Washofsky, E.A., P.A.

In pursuance of Chapter 48.091, Florida Statutes, the following is  
submitted, in compliance with said Act:

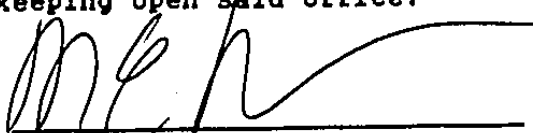
First, that PRO ONE USA, INC., desiring to organize under the laws  
of the State of Florida with its principal office, as indicated in  
the Articles of Incorporation at 4360 Northlake Blvd. Suite 205,  
Palm Beach Gardens, Florida 33410, County of Palm Beach, State of  
Florida, has named:

Martin E. Washofsky, E.A., P.A., President  
4360 Northlake Blvd., Suite 205  
Palm Beach Gardens, Florida 33410

as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated  
corporation, at place designated in this certificate, I hereby  
accept to act in this capacity, and agree to comply with the  
provision of said Act relative to keeping open said office.

  
MARTIN E. WASHOFSKY, E.A., P.A.  
PRESIDENT