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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

100001874251
-06/25/96--01020--004
*****70.00 *****70.00

SUBJECT: *CITY HOME CARE, INC.*
~~A TO Z HOME CARE, INC.~~

Enclosed is an original and one copy of the articles of incorporation and our check for \$ 70.00.

FROM: LAZARO F. PETIT
4311 S.W. 95th COURT
Miami, Florida 33165

PA 7/16/96
W96-13501
PH 1/2 stg



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 25, 1996

LAZARO F. PETIT
4311 SW 95TH CT
MIAMI, FL 33165

SUBJECT: ~~A-TO-Z HOME CARE, INC.~~
Ref. Number: W96000013501

CITY HOME CARE, INC.

We have received your document for ~~A-TO-Z HOME CARE, INC.~~ and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 996A00031503

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of

CITY HOME CARE, INC..

ARTICLE I - NAME

The name of this Corporation is CITY HOME CARE, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

ARTICLE III - PURPOSE

The purpose for which this Corporation is organized is as follows:

- a. To engage in the transaction of any and all business permitted under the laws of the State of Florida and of the United States.
- b. To do everything necessary, proper, advisable, or convenient for the accomplishment of the foregoing purposes, and to do all things incidental to them or connected with them that are not forbidden by law or by these Articles of Incorporation.

ARTICLE IV - POWERS

The Corporation, subject to any specific written limitations or restrictions imposed by the Corporation Laws of the State of

Florida or by those Articles of Incorporation, shall have and exercise the following powers:

- a. To have and to exercise all the powers specified under the Florida General Corporation Act.
- b. To purchase, transfer, sell, convey, acquire, own, operate, exchange, lease, improve, develop, mortgage, manage and otherwise deal in interest in real and personal property of any nature or kind.
- c. To carry out all or part of the purposes stated herein as principal, agent or otherwise, either alone or in association with any other persons, firms, associations, or corporations, or, to such extent as a corporation organized under the laws of the State of Florida may or hereafter lawfully do, as a member of, or as the owner or holder of any stock of, or shares or securities or interests in, any general or limited partnership, association, corporation, trust, syndicate, or other firm or entity; and to a like extent in connection therewith, to make, enter into, and perform contracts or deeds with any person, firm, association or corporation or any government or subdivisions, agency or instrumentality thereof.
- d. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by any domestic or foreign corporation, association, partnership, individual or other entity.
- e. Each of the foregoing clauses of this section shall be construed as independent powers, and the matters expressed in each clause shall not, unless otherwise expressly provided, be limited by reference to, or interference from, the terms of any other clause. The enumeration of specific powers shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of these clauses, or the scope of the general powers of the corporation created by them; nor shall the expression of one thing in any of these clauses be deemed to exclude another not expressed, although to be of a like nature.

Conducting Business in Other Jurisdictions. The Corporation may conduct business and otherwise carry on its purpose and exercise its powers in any state, territory, district or possession of the United States, or in any foreign country, to the extent that these purposes and powers are not forbidden by law of the state, territory, district or possession of the United States, or by the foreign country; and it may limit the purposes to exercise in any

application to do business in any state, territory, district or possession of the United States or foreign country.

Carrying Out Purposes and Powers. The Board of Directors, subject to any specific written limitation or restriction imposed by the Corporation Laws of the State of Florida or by these Articles of Incorporation, shall direct the carrying out of the purposes and exercise the powers of the Corporation without previous authorization or subsequent approval of the shareholders of the Corporation.

ARTICLE V - CAPITAL STOCK

Numbers of Authorized Shares. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is one hundred (100) shares of common stock, each having the par value of one dollar (\$1.00).

Voting Rights. Such shares of stock may be designated either voting or nonvoting shares before issuance by action of the Board of Directors; provided, however, that unless such designation is specifically made by the Board of Directors, said stock shall be deemed voting.

Consideration for Stock. Authorized capital stock may be paid in for cash, services or property at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

Dividends. The holders of the capital stock of the Corporation shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, property or shares of capital stock.

ARTICLE VI - REGULATION OF INTERNAL AFFAIRS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the Corporation not inconsistent with the Corporation Laws of the State of Florida or of these Articles of Incorporation.

Transactions with Directors. Any contract or other transaction between the Corporation and any firm, organization or corporation of which one or more of the Directors are members, employees,

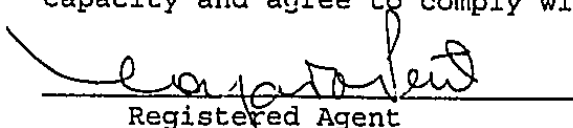
shareholders, directors, or officers, or in which they have an interest, shall be valid for all purposes, notwithstanding the presence of the interested Director or Directors at the Board of Directors meeting in which the contract of transaction is acted upon or considered, and notwithstanding his or their participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and if the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction and permit the interested Directors to be counted in determining whether a quorum is present and to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

ARTICLE VII - REGISTERED OFFICE AND AGENT

Registered Office. The address of the initial registered and principal office of the Corporation is 4311 S.W. 95th Court, Miami, Florida, 33165.

Registered Agent. Pursuant to Section 48.091 of the Florida Statutes, CITY HOME CARE, INC., has named LAZARO F. PETIT as its registered agent, to be at the address of the registered office of this Corporation, to accept service of process for this Corporations and to otherwise comply with all provisions of said Act and all laws pertaining thereto.

ACKNOWLEDGEMENT: Having been named to accept service process and to serve as registered agent for this Corporation, at the place designated above, I hereby accept such appointment to act in such capacity and agree to comply with all laws pertaining thereto.


Registered Agent

ARTICLE VIII - FUNDAMENTAL CHANGES

The affirmative vote or written consent of the holders of sixty percent (60%) of the issued and other issued and outstanding

shares of capital stock shall be necessary for the following corporate action:

- (a) Merger or consolidation of the Corporation.
- (b) Reduction or decrease of the stated capital of the Corporation.
- (c) Sale of a mayor portion of the property or assets of the Corporation.
- (d) Dissolution or liquidation of the Corporation.

ARTICLE IX - DIRECTORS

This Corporation shall have two directors initially:

LAZARO F. PETIT, of 4311 S.W. 95th Court, Miami, Florida, 33165, and ALBERTO ABREU, of 6127 S.W. 147th Place, Miami, Florida, 33193.

The persons named shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The Directors need not be residents of the State of Florida or shareholders of the Corporation.

ARTICLE X - OFFICERS

The initial officers of this Corporation shall be as follows:

PRESIDENT- LAZARO F. PETIT; SECRETARY- ALBERTO ABREU;

TREASURER- LAZARO F. PETIT; and VICE-PRESIDENT- ALBERTO ABREU.

The persons named as initial officers shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE XI - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is LAZARO F. PETIT, of 4311 S.W. 95th Court, Miami, Florida, 33165.

ARTICLE XII - INDEMNIFICATION

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This Corporation shall have the authority, acting through the Board of Directors, to advance expenses to or indemnify any officer, employee, agent or director to the full extent permitted by law when said person has incurred expenses or liabilities, in the sole discretion of the Board of Directors for the benefit or on behalf of the Corporation.

ARTICLE XIII - AMENDMENT

This Corporation reserves the right to amend any provision of these Articles of Incorporation in the manner provided by law. Any rights conferred upon shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned have executed, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 10th day of July, 1996.



INCORPORATOR

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, a Notary Public, personally appeared the Incorporator herein, who, executed the foregoing Articles of Incorporation and stated on oath that the contents thereof are true and correct, this 10th day of July, 1996.

My commission expires:


NOTARY PUBLIC

 JOSEFINA PRENAT
COMMISSION # CC 383654
EXPIRES JUN 15, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.