

JUL-17-1996 11:08 AM FROM: ALL INFORMATION REPORTED TO THE PUBLIC ACCESS SYSTEM

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7/17/96

FLORIDA DIVISION OF CORPORATIONS

11:51 AM

((H96000009902)))

PUBLIC ACCESS SYSTEM

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: ATLAS, PEARLMAN, TROP & HORKSON, P.A.
PO BOX 14610

DEPARTMENT OF STATE

STATE OF FLORIDA

409 EAST GAINES STREET

TALLAHASSEE, FL 32399

FAX: (904) 922-4000

FT LAUDERDALE FL 33302-4610

CONTACT: KATHY E RASLER

PHONE: (305) 763-1200

FAX: (305) 523-1952

((H96000009902)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: AMERICARE HEALTH SERVICES ALLIANCE, INC.

FAX AUDIT NUMBER: H96000009902

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/17/1996

TIME REQUESTED: 09:51:41

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

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((H96000009902)))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

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CompuServeFCA-50

Florida Division of Corporations Access

1 Description of Service

2 Enter Service

HELP DESK:

CompuServe Assistance: 800-848-8990

Division of Corporation Access Coordinator: 904-487-6866

Enter choice 1

FILED

96 JUL 17 PM 1:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature and date 7/17

RECEIVED

96 JUL 17 AM 10:43

RECEIVED

ARTICLES OF INCORPORATION
OF
AMERICARE HEALTH SERVICES ALLIANCE, INC.

FILED
JUL 17 10 11 AM '00
SECRETARY OF STATE
FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: AMERICARE HEALTH SERVICES ALLIANCE, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 80 S.W. 8th Street, Main Floor Lobby, Miami, FL 33130.

ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

H96000009902

CHARLES B. PEARLMAN, ESQ., #235547
ATLAS, PEARLMAN, TROP & BORKSON, P.A.
200 East Las Olas Blvd., Suite 1900
Ft. Lauderdale, Florida 33301
(954) 763-1200

H96000009902

ARTICLE IV
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be Ten Million (10,000,000) shares of common stock, par value \$.01 per share.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

William R. Burdette
80 S.W. 8th Street
Main Floor Lobby
Miami, FL 33130

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially.

ARTICLE VIII
INITIAL DIRECTORS

The name and address of the initial Director of this Corporation is:

William R. Burdette
80 S.W. 8th Street
Main Floor Lobby
Miami, FL 33130

H96000009902

The person named as Initial Director shall hold office for the first year of existence of this Corporation, or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX
INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is William R. Burdette, 80 S.W. 8th Street, Main Floor Lobby, Miami, FL 33130.

ARTICLE X
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE XI
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 2^d day of July, 1996.



William R. Burdette, Incorporator

H96000009902

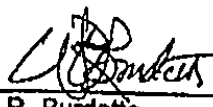
H96000009902

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

AMERICARE HEALTH SERVICES ALLIANCE, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 80 S.W. 8th Street, Main Floor Lobby, Miami, FL 33130 has named William Burdette whose address is 80 S.W. 8th Street, Main Floor Lobby, Miami, FL 33130 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.



William R. Burdette

FILED
96 JUL 17 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H96000009902



P96000059822

FILED
MAR 12 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 290478 1579E

AUTHORIZATION : Patricia Pizzuto
COST LIMIT :

ORDER DATE : March 12, 1997

ORDER TIME : 10:04 AM

ORDER NO. : 290478-010

CUSTOMER NO: 1579E

CUSTOMER: Sherry Rardon, Legal Asst
Foley & Lardner
P. O. Box 3391
100 North Tampa, Suite 2700
Tampa, FL 33602-5804

500002111405--8

name FILE
change 2nd
amend

DOMESTIC AMENDMENT FILING

NAME: AMERICARE HEALTH SERVICES
ALLIANCE, INC.

EFFECTIVE DATE:

XXX ARTICLES OF AMENDMENT 4/30/97
RESTATED ARTICLES OF INCORPORATION 10/24/97

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

Name	4/30/97
Address	
Examiner	10/24/97
Initials	W.P. Ventner

Clock in
after 2:00pm

RECEIVED
97 MAR 12 AM 10:51
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

RESUBMIT

Please give original
submission date as file date.

March 12, 1997

CSC

TALLAHASSEE, FL

SUBJECT: AMERICARE HEALTH SERVICES ALLIANCE, INC.
Ref. Number: P96000059822

We have received your document for AMERICARE HEALTH SERVICES ALLIANCE, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

Please provide a notarized affidavit from the voluntarily dissolved MIAMI DADE HOME HEALTH AGENCY, INC. stating that it will not revoke its dissolution and releases the name to the subject corporation listed above. The affidavit should be signed by an officer or chairman of the board of directors.

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) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 297A00012636

RECEIVED
97 APR 30 AM 10:44
DIVISION OF CORPORATION

AFFIDAVIT

BEFORE ME, the undersigned authority, personally appeared Solomon Goldner, who first being duly sworn, depose and on oath says:

1. He is the President of Miami Dade Home Health Agency, Inc. ("Miami"), a Florida corporation.
2. Miami filed Articles of Dissolution with the Florida Secretary of State's office on March 12, 1997.
3. Miami will not revoke the Articles of Dissolution.
4. Miami hereby immediately releases the name "Miami Dade Home Health Agency, Inc." to Americare Health Services Alliance, Inc. ("Americare") for use as their new corporate name as indicated in Americare's pending Articles of Amendment to be filed with the Florida Secretary of State's office.

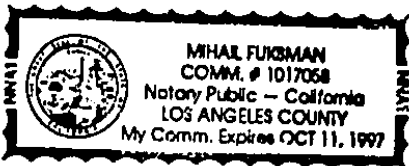
Dated this 21st day of April, 1997.

Solomon Goláner

STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

On this the 25th day of April, 1997, before me, the undersigned officer, personally appeared Solomon Goldner known to me (or ~~known to me personally~~) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

In witness whereof I hereunto set my hand and official seal.



Notary Public

MIHAIL FUKSMAN

Printed name of Notary
My Commission Expires:

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
AMERICARE HEALTH SERVICES ALLIANCE, INC.

February 22, 1997

FILED
97 MAR 12 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, AMERICARE HEALTH SERVICES ALLIANCE, INC., a Florida corporation (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

1. Name of Corporation. The name of the corporation is AMERICARE HEALTH SERVICES ALLIANCE, INC.
2. Amendment. The Articles of Incorporation are hereby amended by revising Article I of the Articles of Incorporation to read as follows:

ARTICLE I

The name of this Corporation shall be: MIAMI DADE HOME HEALTH AGENCY, INC.

3. Manner of Adoption. The foregoing amendment was adopted by the affirmative vote of all of the Directors and all of the Shareholders of the Corporation, as indicated by execution of a written statement manifesting the intention of the Directors and the Shareholders that such an amendment be adopted. There are no separate voting groups entitled to vote separately on the amendment, and the number of shares of stock voting in favor of the amendment, being unanimous, was sufficient for approval by the Shareholders.

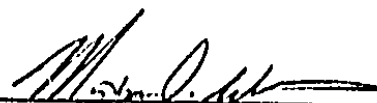
4. Effective Date. The foregoing amendment shall become effective and the Articles of Incorporation shall be deemed to be amended thereby on the date of filing of these Articles of Amendment.

IN WITNESS WHEREOF, I have set my hand and affixed the seal of the Corporation
this 28 day of February, 1997.

AMERICARE HEALTH SERVICES
ALLIANCE, INC., a Florida corporation

By: 
Solomon Goldner, President

ATTEST:

By: 
Martin J. Lewis, Secretary

[SEAL]