

P96000060069

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

P. CHESSEN JUL 18 1996

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY John _____

WALK-IN Will Pick Up 7/17 12:00

RE: Miam. Dade Home Health Agency, Inc.

No 53085

	FILED	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION

OF

Miami Dade Home Health Agency, Inc.

FILED
95 JUL 18 AM 10:33
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **Miami Dade Home Health Agency, Inc.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 80 SW 8th Street, Main Floor Lobby, Miami, FL 33130.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares having a par value of (\$.01) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is William R. Burdette, 80 SW 8th Street, Main Floor Lobby, Miami, FL 33130.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is

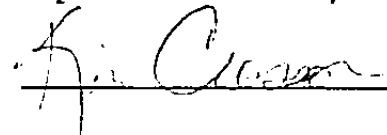
William R. Burdette, Director

Wifredo Gort, Director

80 SW 8th Street, Main Floor Lobby, Miami, FL 33130.

The undersigned has executed these Articles of Incorporation this 17th day of July 1996.

"Capital Connection, Inc. by Kim Crosson, Office Manager"



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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.

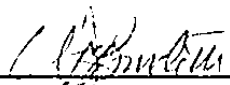
1. The name of the corporation is: Miami Dade Home Health Agency, Inc.

2. The name and street address of the registered agent and office is: William R. Burdette

80 SW 8th Street, Main Floor Lobby

Miami, Florida 33130

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.



William R. Burdette



THE UNITED STATES
CORPORATION
COMPANY

P96000060069

ACCOUNT NO. : 072100000032

REFERENCE : 290478 1579E

AUTHORIZATION :

Patricia Pyjunt

COST LIMIT : \$ 87.50

ORDER DATE : March 12, 1997

ORDER TIME : 10:02 AM

ORDER NO. : 290478-005

CUSTOMER NO: 1579E

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

000002111400--4

FILE
1ST

DOMESTIC FILINGS

NAME: MIAMI DADE HOME HEALTH AGENCY,
INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAR 12 PM 1:58

FILED

XX ARTICLES OF DISSOLUTION

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:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAR 12 AM 10:51

RECEIVED

N. HENDRICKS MAR 12 1997

**MIAMI DADE HOME HEALTH AGENCY, INC.
ARTICLES OF DISSOLUTION**

Pursuant to the provisions of Section 607.1403 of the Florida Statutes, MIAMI DADE HOME HEALTH AGENCY, INC., a Florida corporation (the "Corporation") adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. Name. The name of the corporation is:

MIAMI DADE HOME HEALTH AGENCY, INC.

2. Date of Authorization. Dissolution was authorized by resolution of the sole shareholder of the Corporation, to be effective upon filing of these Articles of Dissolution with the Secretary of State, State of Florida.
3. Approval by Shareholders. Dissolution was authorized by written consent to action of the sole shareholder of the Corporation pursuant to Section 607.0704 of the Florida Statutes, a copy of which is attached hereto as Exhibit A.

DATED this 28th day of February, 1997.

MIAMI DADE HOME HEALTH
AGENCY, INC., a Florida corporation

By: _____

Solomon Goldner, President

FILED
97 MAR 12 PM 1:58
TALLAHASSEE, FLORIDA
STATE

WRITTEN CONSENT TO ACTION
OF THE SOLE SHAREHOLDER OF
MIAMI DADE HOME HEALTH AGENCY, INC.

THE UNDERSIGNED, constituting the sole shareholder of MIAMI DADE HOME HEALTH AGENCY, INC., a Florida corporation (the "Corporation"), hereby adopts the following resolutions pursuant to Section 607.0704 of the Florida Statutes.

WHEREAS, it is in the best interests of the Corporation to dissolve immediately in accordance with Section 607.1402 of the Florida Statutes;

BE IT RESOLVED, that the Corporation is dissolved, effective upon filing of the Articles of Dissolution with the Secretary of State of the State of Florida;

FURTHER RESOLVED, that the President of the Corporation is authorized and directed to take such steps as may be necessary or desirable to wind up and liquidate the business and affairs of the Corporation.

DATED this 28th day of February, 1997.

AMERICARE HEALTH SERVICES
ALLIANCE, INC.

By: 
Solomon Goldner, President

EXHIBIT "A"