

SEP-12-98 THU 10:30

KRAMER GREEN ZUCKERMAN K

FAX NO. 3050811805

**H960000 75949**

ENTER SELECTION AND <CR>: alysa 9/12/98

DIVISION OF CORPORATIONS

11:30 AM

FLORIDA

PUBLIC ACCESS SYSTEM

ELECTRONIC FILING COVER SHEET

((H96000012732 9)))

TO: DIVISION OF CORPORATIONS  
(904) 922-4001

FAX #:

FROM: KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.  
073707002173

ACCT#:

CONTACT: SANDY TOMLIN

PHONE: (305) 966-2112

FAX #:

(305) 981-1605

NAME: ALL CARE NURSING SERVICES, INC.

AUDIT NUMBER.....H96000012732

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

*9/12/98*

2-42461

FILED  
96 SEP 12 PM 12:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SEP-12-00 THU 10:10

KRAMER GREEN ZUCKERMAN K

FAX NO. 3050811805

SEP 12 1999  
FILED  
H96000012732

ARTICLES OF INCORPORATION  
OF  
ALL CARE NURSING SERVICES, INC.

I, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is ALL CARE NURSING SERVICES, INC.

ARTICLE II

BUSINESS ADDRESS

The business address of this corporation is 945 West Commercial Boulevard, Fort Lauderdale, Florida 33309.

ARTICLE III

DURATION

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

ARTICLE IV

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

Prepared by: Mitchell F. Green, Esq.  
Kramer, Green, Zuckerman & Kahn, P.A.  
4000 Hollywood Boulevard, Ste. 485 So.  
Hollywood, Florida 33021  
Bar No. 358789  
Telephone: (954)966-2112

H96000012732

## ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

## ARTICLE VI

VOTING RIGHTS

This Corporation shall issue two (2) classes of common stock, to-wit:

1. Voting common stock; and
2. Nonvoting common stock.

The two (2) classes of common stock, except for their voting rights, shall be identical in all respects, including but not limited to their rights, preferences and obligations.

Each share of voting common stock of this Corporation shall entitle the holder of record hereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

## ARTICLE VII

PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock herein issued or hereafter issued.

## ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 4000 Hollywood Boulevard, Suite 485 South, Hollywood, Florida, and the name of the initial registered agent of this corporation at that address is MITCHELL F. GREEN.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but never less than one.

(1). The name and address of the initial director of this corporation is:

Mitchell F. Green  
4000 Hollywood Boulevard  
Suite 485 South  
Hollywood, FL 33021

ARTICLE X

INCORPORATOR

The name and address of the incorporator is:

Mitchell F. Green  
4000 Hollywood Boulevard  
Suite 485 South  
Hollywood, FL 33021

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 12<sup>th</sup> day of September, 1996.

  
Mitchell F. Green  
Initial Director/Incorporator

SEP-12-00 THU 10:42

KRAMER GREEN ZUCKERMAN K

FAX NO. 3059811005

P. 05

1196000012732

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

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is  
submitted:

FIRST - - That ALL CARE SERVICES, INC., desiring to organize or qualify under the  
laws of the State of Florida, with its principal place of business at 945 West Commercial  
Boulevard, City of Fort Lauderdale, State of Florida, has named MITCHELL F. GREEN,  
located at 4000 Hollywood Boulevard, Suite 485 South, City of Hollywood, State of Florida,  
as its agent to accept service of process within the State of Florida.

SIGNATURE: Mitchell F. Green

Mitchell F. Green

TITLE: Incorporator

DATE: 9/12/96

Having been named to accept service of process for the above-stated corporation, at  
the place designated in this Certificate, I hereby agree to act in this capacity, and I further  
agree to comply with the provisions of all statutes relative to the proper and complete  
performance of my duties.

SIGNATURE: Mitchell F. Green

Mitchell F. Green  
Registered Agent

DATE: 9/12/96

FEB-21-07 FRI 14:17

KRAMER GREEN ZUCKERMAN K

FAX NO. 3050011805

P.01

P96000075949

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H97000003004 5)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.

ACCT#: 073707002173

CONTACT: SANDY TOMLIN

PHONE: (954)966-2112

FAX #: (954)981-1605

NAME: ALL CARE NURSING SERVICES, INC.

AUDIT NUMBER.....H97000003084

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 1

CEPT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$87.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

RECEIVED

97 FEB 21 PM 2:42

DIVISION OF CORPORATIONS

SH 2/21  
NC

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 FEB 21 PM 3:41

FILED

FEB-21-97 FRI 14:18

KRAMER GREEN ZUCKERMAN K

FAX NO. 3059811805

P.02

H97000003084

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION  
OF

ALL CARE NURSING SERVICES, INC.

Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Business Corporation Act, the Articles of the Incorporation of the above-named Corporation are hereby amended as follows:

1. ARTICLE I is hereby amended to read as follows:

The name of this corporation is Quality Nursing, Inc.

2. The foregoing amendment was adopted by written consent of all of the Directors and Shareholders entitled to vote thereon, pursuant to Florida Business Corporation Act Section 607.1003, on February 16, 1997.

IN WITNESS WHEREOF, we, the undersigned, have executed these Articles of Amendment this 16 day of Feb, 1997.

ALL CARE NURSING SERVICES, INC.

By: Wendy Lasow  
Wendy Lasow, President

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 FEB 21 PM 3:41

FILED

Prepared by: Mitchell F. Green, Bar No. 358789  
KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.  
4000 Hollywood Boulevard, Suite 485 South  
Hollywood, FL 33021  
Phone: (954) 966-2112

KIMFGVALLCARE.NURARTICLES.AMD

H97000003084