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December 4, 1996

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

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-12/10/96--01036--013
***122.50 ***122.50

Re: MEDI-NURSE HOME CARE, INC.

To Whom It Concerns:

Enclosed please find Articles of Incorporation for Medi-Nurse Home Care, Inc., and a check in the amount of \$122.50, which sum represents filing fees of \$35.00, Registered Agent Designation of \$35.00 and a certified copy in the amount of \$52.50.

If you deem the Articles in order, please proceed to file them of record and return the certified copy to the undersigned at the above address.

If you have any questions, please do not hesitate to contact me.

Cordially,


Lewis W. Fishman

LWF:mmr
Enclosures

FILED
96 DEC -9 PM 3:46
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MEDI-NURSE HOME CARE, INC.

FILED
96 DEC -9 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this Corporation shall be MEDI-NURSE HOME CARE, INC.

ARTICLE II

PURPOSES

This Corporation is a for-profit corporation organized under and in accordance with the Florida General Corporation Act as set forth in Chapter 607 of the Florida Statutes.

Without limiting the generality of the foregoing, the general purposes of the Corporation shall include, but are not limited to:

- (1) To provide home health care services.
- (2) To enter into contractual or other relationships for the establishment and provision of home health care services.
- (3) To do and transact all such business necessary, incident to or in any way connected with said purposes, or any of them.
- (4) To purchase the corporate assets of any other corporation.
- (5) To indemnify and hold its officers and directors harmless against all claims and liability as allowed by law and as provided in the corporation's Bylaws.

(6) To conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity within the purposes for which corporations may be organized under Chapter 607, Florida Statutes.

ARTICLE III

POWERS

The Corporation shall have all the powers of a natural person as provided by law, subject only to limitations set forth by these Articles, the By-Laws of this Corporation and applicable laws.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

CAPITAL STOCK

The maximum number of shares that this Corporation is authorized to have outstanding at any one time shall be 100,000 shares of the par value of \$1.00 per share, all of which shall be common stock of the same class.

All authorized shares of par value stock shall be issued only for a consideration having a value as determined by the Board of Directors.

All stock issued shall be fully paid and non-assessable.

The stockholders shall have no preemptive rights with respect to the stock of the Corporation, and the Corporation may issue and sell its common stock from time to time without offering such shares to the stockholders then holding shares of common stock.

ARTICLE VI

PRINCIPAL OFFICE

The principal office of this Corporation shall be located in the City of Miami, County of Dade, State of Florida, and the Post Office address of said principal office of the Corporation shall be 6175 N.W. 167 Street, Suite G-15, Miami, Florida, 33015.

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is as follows:

Maria Flora
6175 N.W. 167 Street
Suite G-15
Miami, Florida 33015

ARTICLE VIII

DIRECTORS

Except as otherwise provided by law, by these Articles of Incorporation, or by the Corporation's Bylaws, the business and affairs of this Corporation shall be exercised by or under the authority of a Board of Directors, which Board shall not number less than one (1) Director.

The initial number of Directors of this Corporation shall be one (1); provided, however, that such number may be changed from time to time in the manner provided in the Bylaws of the Corporation.

The names and addresses of such initial Directors, who shall serve until the first Annual Meeting of the Shareholders of the Corporation, are as follows:

Maria Flora
6175 N.W. 167 Street
Suite G-15
Miami, Florida 33015

ARTICLE IX

AMENDMENTS

Amendments to these Articles of Incorporation may be adopted only by the shareholders of the Corporation acting in accordance with law and the Corporation's Bylaws.

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT

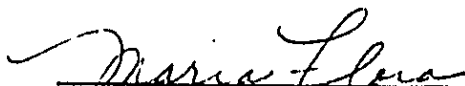
The street address of the Initial Registered Office of this Corporation shall be:

6175 N.W. 167 Street
Suite G-15
Miami, Florida 33015

The name of the Corporation's Initial Registered Agent at said address is:

Maria Flora

IN WITNESS WHEREOF, I, the undersigned subscribing Incorporator, have hereunto set my hand and seal for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make, subscribe, acknowledge and file in the office of the Secretary of State of Florida these Articles of Incorporation and certify that the facts herein stated are true, all as of this 30 day of September, 1996.


MARIA FLORA

STATE OF FLORIDA)

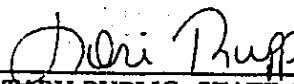
SS:

COUNTY OF DADE)

BEFORE ME, personally, appeared this day MARIA FLORA, party to the foregoing Articles of Incorporation, to be well known and known to me to be described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she made, subscribed and acknowledged the foregoing Articles of Incorporation as her voluntary act and deed and that the facts set forth therein are true and correct.

WITNESS my hand and official seal this 30 day of September, 1996.




NOTARY PUBLIC, STATE OF FLORIDA
Lori Rupp

My Commission Expires: January 11, 2000

Personally known X

or Produced Identification _____

Type of Identification Produced _____

ACCEPTANCE OF REGISTERED AGENT

MARIA FLORA does hereby agree to act as Registered Agent, until her resignation
or another Registered Agent is appointed.

Maria Flora
MARIA FLORA

FILED
96 DEC -9 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA