

EUGENE A. CONTI
ATTORNEY AT LAW
P. O. BOX 577
LAKE WORTH, FL. 33460-0577
Tel: (407) 540-4661
Fax: (407) 540-4662

January 16, 1997

Secretary of State
Division of Corporations
P. O. Box 627
Tallahassee, FL 32314

300002063503--0
-01/21/97--01062--009
*****70.00 *****70.00

Atten: New Filings Section

Re: Total Home Care Specialists, Inc.

Dear Filing Clerk,

Enclosed please find two originals of Articles of Incorporation of the above referred corporation, together with a check in the amount of \$70.00 for filing fees.

Kindly return the filed Articles together with your information letter to the above office at your earliest convenience.

Sincerely yours,

Eugene A. Conti, Esquire

FILED
97 JAN 21 PM 12:46
TALLAHASSEE, FL 32314
NOT RECORDED

[Handwritten signature]
1/28

ARTICLES OF INCORPORATION
OF
TOTAL HOME CARE SPECIALISTS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

+-

The name of the corporation shall be:

TOTAL HOME CARE SPECIALISTS, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock each having a par value of \$.50 per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 340 Nottingham Rd., West Palm Beach, FL., 33405, and the name of the initial Registered Agent for the corporation at that address is JOHN McANENEY.

ARTICLE V - SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

FILED
97 JAN 21 PM 12:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VI - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII - LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII - SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such transaction, contract or act, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without any regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE IX - DIRECTORS

This corporation shall have a minimum of two (2) directors. The initial Board of Directors shall consist of:

NAME	ADDRESS
JOHN McANENEY	340 Nottingham Rd. West Palm Beach, FL 33405
WINSTON WOODARD	340 Nottingham Rd. West Palm Beach, FL 33405

ARTICLE X - INCORPORATORS

The name(s) and address(es) of the initial incorporators and the initial number of shares of stock that he (they) agree(s) to take and the value of the consideration therefore are as follows:

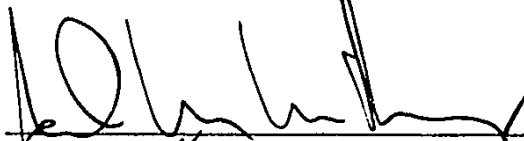
NAME: John McAneney
Winston Woodard

ADDRESS: 340 Nottingham Rd.
West Palm Beach, FL 33405

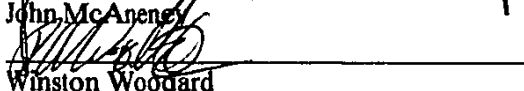
SHARES: 1,000

CONSIDERATION: Five Hundred (\$500.00) Dollars

IN WITNESS WHEREOF, the undersigned have hereunto set our hands and seals this day of January, 1997.



John McAneney



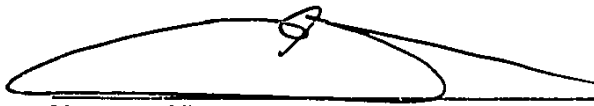
Winston Woodard

STATE OF FLORIDA

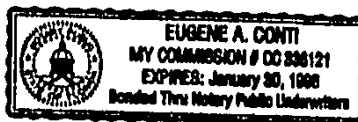
COUNTY OF PALM BEACH

The foregoing instrument was executed and acknowledged before me, by John McAneney and Winston Woodard, who are well known to me, or have produced _____ as identification, this 16 day of January, 1997.

(Seal)



Notary Public
State of Florida



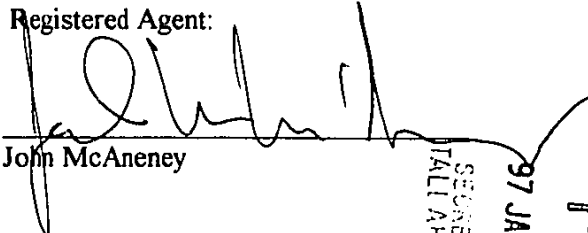
DESIGNATION OF AND ACCEPTANCE BY
REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida. TOTAL HOME CARE SPECIALISTS, INC., a corporation organized under the laws of the State of Florida, with its principal office located at 340 Nottingham Rd., West Palm Beach, FL 33405, has named John McAneney whose address is 340 Nottingham Rd., West Palm Beach, FL 33405, as its Agent to accept service of process within this State.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:


John McAneney

STATE OF FLORIDA

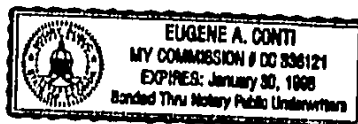
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, this day personally appeared John McAneney to me well known, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that (s)he has executed the same for the purpose expressed herein.

WITNESS my hand and official seal this 6 day of January, 1997.

(Seal)


Notary Public
State of Florida



FILED
97 JAN 21 PM 2:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA