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CONTACT: RAY STORMONT

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NAME: ALL NURSING, INC.

AUDIT NUMBER.....H97000001203

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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 23, 1997

EMPIRE

SUBJECT: ALL NURSING, INC.
REF: W97000001646

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document is illegible and not acceptable for microfilming.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Neysa Culligan
Document Specialist

FAX Aud. #: H97000001203
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Correction
1/31/97
1:20 pm

H97000001203

**ARTICLES OF INCORPORATION
OF
ALL NURSING, INC.**

The undersigned, for the purpose of forming a corporation under the Florida business corporation act hereby adopt the following articles of incorporation:

**ARTICLE I
NAME**

The name of the Corporation is ALL NURSING, Inc.

**ARTICLE II
DURATION**

The duration of existence of the corporation is perpetual.

**ARTICLE III
AUTHORIZED SHARES**

The aggregate number of shares that the corporation has authority to issue is 1000 shares, all of which shall be common shares with a par value of \$ 10.00 per share.

**ARTICLE IV
PREEMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stocks shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation convertible into or carrying a right to subscribe to or acquire any issued or treasury shares.

**ARTICLE V
REGISTERED OFFICE**

The name of the registered agent is Michelle Pierre. The street address of the initial registered office of the corporation is 494 N.W. 165 Street, Suite C-203, Miami, Florida 33169.

Prepared by:

Philippe J. Brutus, Esq.

645 N.E. 127th St.

N. Miami, FL 33161

(305) 899-0411

FBN. 660711 H97000001203

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**ARTICLE VI
DIRECTORS**

The initial board of directors of the corporation shall consist of (2) two members.
The names and addresses of the first board of directors and initial incorporators are as follow:

<u>NAMES</u>	<u>TITLES</u>	<u>ADDRESSES</u>
MICHELLE CHERY	Pres./Sec.	494 N.W. 165 Street Apt. # C-203 Miami, Florida 33169
MILDRIDE PIERRE	Vice-Pres./Treas.	14735 N.W. 10th Court Miami, Florida 33168

**ARTICLE VII
BUSINESS AND MAILING ADDRESS OF THE CORPORATION**

The initial business and mailing address of the corporation is 494 N.W. 165 Street, Suite C-203, Miami, Florida 33168.

ARTICLE VIII

The corporation shall commence its existence on the date of filing of the Articles of Incorporation.

**ARTICLE IX
CORPORATE PURPOSE**

The purpose for which the corporation is organized is to operate a trade school to prepare students to become home health care aides and offer review courses for the nursing

THIS DOCUMENT WAS PREPARED BY:
PHILIPPE J. BRUTUS, ESQUIRE
BRUTUS & ROBINSON, P.A.
648 N.E. 127 STREET
NORTH MIAMI, FLORIDA 33161
FLORIDA BAR No. 000711

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assistant exam to qualified students. Furthermore, the purpose of the corporation is to engage in any lawful business or activities related to the stated purpose; and to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

IN WITNESS WHEREOF, I have subscribed my name this day of September 1996.

Michelle Pierre
MICHELLE PIERRE, President/Secretary

Mildride Pierre
MILDRIDE PIERRE, Vice-President/Treasurer

STATE OF FLORIDA)
) :SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared MOLIERE THOMAS, who presented Thomas' License as identification and stated that he is the person described herein, took an oath and acknowledged before me that he executed the foregoing instrument.

WITNESS my hand and official seal in the aforesaid County and State, this 06th day of DECEMBER 1996

NOTARY PUBLIC STATE OF FLORIDA
My Commission Expires:

THIS DOCUMENT WAS PREPARED BY:
PHILIP J. BRUTUS, Esq.
BRUTUS & ROBINSON, P.A.
848 N.E. 127 STREET
NORTH MIAMI, FLORIDA 33161
FLORIDA BAR NO.: 880711

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REGISTERED AGENT'S CERTIFICATE

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.

DATED: Dec - 06, 1996

Michelle Chery
Michelle Chery

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS DOCUMENT WAS PREPARED BY:
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