

P97000017920



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 271404 4320025

AUTHORIZATION :

Patricia Piquit

COST LIMIT : \$ 122.50

ORDER DATE : February 24, 1997

ORDER TIME : 1:41 PM

ORDER NO. : 271404-005

700002097837--8

CUSTOMER NO: 4320025

CUSTOMER: Ms. Lourdes C. Cambo
PACKMAN, NEUWAHL & ROSENBERG

1500 San Remo Avenue
Suite 125
Coral Gables, FL 33146

DOMESTIC FILING

NAME: P & B HOME HEALTH CARE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

Dmc 2/25/97

FILED
97 FEB 25 AM 9:52
SEC. OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 FEB 25 PM 2:53

ARTICLES OF INCORPORATION
OF

P & B HOME HEALTH CARE, INC.

FILED
97 FEB 25 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

P & B HOME HEALTH CARE, INC.

The address of the principal office of this corporation shall be 14254 Southwest 52nd Street, Miami, Florida 33175, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or 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 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146 and the name of the initial registered agent of the corporation at that address is Atrium Registered Agents, Inc.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Teonila B. Milian	14254 Southwest 52nd Street
Dir./President/secretary	Miami, Florida 33175

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company, on February 25, 1997.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper

SKD/rww

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED

97 FEB 25 AM 9:52

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT
DESIGNATING ITS REGISTERED OFFICE/REGISTERED AGENT IN THE STATE
OF FLORIDA.

1. The name of the corporation is: _____

P & B HOME HEALTH CARE, INC.

2. The name and address of the registered agent and office
is:

ATRIUM REGISTERED AGENTS, INC.
1500 SAN REMO AVENUE
SUITE 125
CORAL GABLES, FL 33146

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 RELATIVE TO
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM
FAMILIAR WITH AND ACCEPT THE DUTIES AND OBLIGATIONS OF MY
POSITION AS REGISTERED AGENT.

Robert A. Stamen
ROBERT A. STAMEN, Director and
Vice President

Date: FEBRUARY 25, 1997

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57/8*designat.ra