

P970000021963

Menasche Frank

(Requestor's Name)

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(Address)

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April 21, 2004

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

Re: Nurse-On-Call

Dear Ms. Beyer:

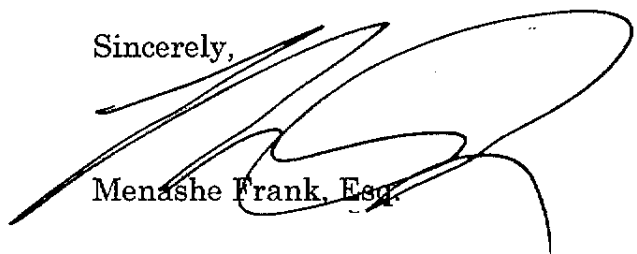
Enclosed please find for filing the following documents.

1. Amended and Restated Articles of Incorporation for Nurse-On-Call South Florida, Inc.
2. Second Amended and Restated Articles of Incorporation of "Nurse-On-Call" Home Care, Inc.

I am enclosing a check in the amount of \$87.50 (\$43.75 x 2) and request that you provide me with certified copies of the filed documents. For ease, I am including a prepaid, self-addressed envelope for the return of the certified copies.

Should you have any questions, please do not hesitate to contact me.
Thank you in advance for your assistance.

Sincerely,



Menashe Frank, Esq.

Encl.

**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
"NURSE-ON-CALL" HOME CARE, INC.**

**ARTICLE I
NAME**

The name of the corporation shall be: "NURSE-ON-CALL" HOME CARE, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The mailing address of the principal office of this corporation is 130 JFK Drive, Suite 203, Atlantis, Florida 33462. The Board of Directors may, from time to time, change the street and post office address of the principal office of the corporation.

**ARTICLE III
PURPOSE**

To engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of common stock.

The sole shareholder of the corporation is Affectionate Home Health Care LLC.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$0.001 per share.

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(b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon, so long as such interest is disclosed.

(c) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other matters on which shareholders are entitled to vote shall be vested exclusively in the holders of the outstanding common stock.

(d) Notwithstanding any other provision herein or in the By-Laws, the corporation and the relationships among its shareholders shall be governed in accordance with a Shareholder Agreement among the corporation and its shareholders pursuant to Section 607.0731, Florida Statutes, as amended. Any conflict between the provisions hereof and thereof shall be controlled by the provisions of the Shareholder Agreement.

ARTICLE V TERM OF EXISTENCE

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

ARTICLE VI REGISTERED AGENT AND ADDRESS

The street address of the registered office of this corporation is 130 JFK Drive, Suite 203, Atlantis, Florida 33462, and the name of the registered agent of this corporation is Dale R. Clift. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office and the individual or entity serving as the registered agent.

ARTICLE VII BOARD OF DIRECTORS

This corporation shall have one (1) director. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the director of this corporation are:

Dale R. Clift, 130 JFK Drive, Suite 203, Atlantis, Florida 33462

ARTICLE VIII

AMENDMENT

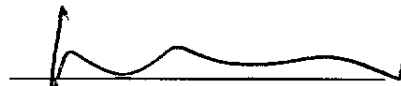
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of each class of shareholders shall be required for any amendment or repeal.

ARTICLE IX INDEMNIFICATION

This corporation shall indemnify its directors, officers, employees and agents to the full extent permitted by the Florida Business Corporation Act.

The foregoing Amended and Restated Articles were adopted by the Board of Directors of the Corporation and the Sole Shareholder of the Corporation by written consent to be effective as of November 22, 2003.

"NURSE-ON-CALL" HOME CARE, INC.

A handwritten signature in black ink, appearing to read "Dale R. Clift", written over a horizontal line.

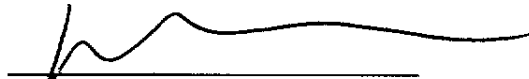
Dale R. Clift
Authorized Officer/President

**CERTIFICATE TO AMENDED AND RESTATED ARTICLES OF
INCORPORATION OF "NURSE-ON-CALL" HOME CARE, INC.**

The undersigned, Authorized Officer, of "NURSE-ON-CALL" HOME CARE, INC., a Florida corporation (the "Corporation"), does hereby certify as follows:

1. In accordance with Sections 607.0704, 607.1003, and 607.1007 of the Florida Statutes, the Board of Directors of the Corporation (the "Board") recommended by written consent in lieu of a special meeting that the sole shareholder of the Corporation approve the amendment and restatement of the Corporation's Articles of Incorporation as attached hereto, and the sole shareholder has approved by written consent in lieu of a special meeting the amendment and restatement of the Corporation's Articles of Incorporation as attached hereto, effective as of November 22, 2003, the number of votes cast for the amendment by the shareholder being sufficient for such approval, amendment and restatement.
2. The undersigned officer of the Corporation has been duly authorized to submit these Amended and Restated Articles of Incorporation of the Corporation to the Department of State of Florida for filing in accordance with Section 607.1007, Florida Statutes.

"NURSE-ON-CALL" HOME CARE, INC.



Dale R. Clift
Authorized Officer / President