

P97000028482

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-8062  
FAX (904) 222-1222

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

FILED

97 MAR 28 PM 2:14

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AL MAR 28 1997

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY AAP \_\_\_\_\_

WALK-IN  
Will Pick Up 3/28/1100

RE: Genesis Home Care,  
Inc

C.C. FEE. DISBURSED

Capital Express™	_____	_____
Art. of Inc. File	_____	_____
Corp. Record Search	_____	_____
Ltd. Partnership File	_____	_____
Foreign Corp. File	_____	_____
( ) Cert. Copy(s)	_____	_____
Art. of Amend. File	_____	_____
Dissolution/Withdrawal	_____	_____
C U S-	_____	_____
Fictitious Name File	_____	_____
Name Reservation	_____	_____
Annual Report/Reinstatement	_____	_____
Reg. Agent Service	_____	_____
Document Filing	500002127855-3	_____
	-03/28/97--01056--030	_____
Corporate Kit	****122.50	****122.50
Vehicle Search	_____	_____
Driving Record	_____	_____
Document Retrieval	_____	_____
UCC 1 or 3 File	_____	_____
UCC 11 Search	_____	_____
UCC 11 Retrieval	_____	_____
File No.'s, Copies	_____	_____
Courier Service	_____	_____
Shipping/Handling	_____	_____
Phone ( )	_____	_____
Top Priority	_____	_____
Express Mail Prep.	_____	_____
FAX ( ) pgs.	_____	_____

SUBTOTALS \_\_\_\_\_

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 10% per Annum.

THANK YOU  
from  
Your Capital Connection



ARTICLES OF INCORPORATION  
OF  
GENESIS HOME CARE, INC.

FILED  
97 MAR 28 PM 2:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I- NAME

The name of this corporation is GENESIS HOME CARE, INC.

ARTICLE II-DURATION

The Corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with the Florida Secretary of State's Office.

ARTICLE III- PURPOSE

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

ARTICLE IV-CAPITAL STOCK

The Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares".

ARTICLE V-INITIAL CORPORATE OFFICE AND REGISTERED AGENT

The street address of the initial corporate office of the corporation is 14971 S.W 63rd Street, Miami, Florida 33193. The name and address of the initial registered agent for the corporation is Maria M. Milian, 14971 S.W 63rd Street, Miami, Florida 33193.



#### ARTICLE VI-BY-LAWS

The By-Laws of the Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

#### ARTICLE VII-INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) Director. The number of Directors may be 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 sole Director of this Corporation is:

<u>Name</u>	<u>Address</u>
Maria M. Milian	14971 S.W 63rd Street Miami, Florida 33193

#### ARTICLE VIII-OFFICERS

The officers of the corporation are:

<u>Name</u>	<u>Office</u>
Jorge Luis Perez	President
Maria M. Milian	Vice-President/ Secretary
Jorge Luis Perez	Treasurer

#### ARTICLE IX-INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.



ARTICLE X-PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI-INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Maria M. Milian, 14971 S.W 63rd Street, Miami, Florida 33193.

ARTICLE XII-AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 26<sup>th</sup> day of March, 1997.

Maria M. Milian  
Maria M. Milian  
(Incorporator)



STATE OF FLORIDA        )

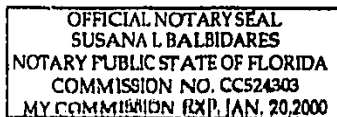
COUNTY OF DADE         )

Before me, a Notary Public authorized in the State and County set forth above, personally appeared MARIA M. MILIAN known to me and known by me to be the person, who, as Incorporator, executed the foregoing Articles of Incorporation of GENESIS HOME CARE INC., and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 26<sup>th</sup> day of March, 1997.

Susana L. Balbidares.  
NOTARY PUBLIC, State of Florida

My Commission expires:





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97 MAR 28 PM 2:14

ACCEPTANCE BY REGISTERED AGENT

CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 26<sup>th</sup> DAY OF March, 1997

Maria M. Milian  
Maria M. Milian