

4/02/97

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FLORIDA DIVISION OF CORPORATIONS  
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FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694 FAX #: (305)541-3770  
*Quality*  
NAME: NATIONAL CAREGIVER, INC.  
AUDIT NUMBER.....H97000005426  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. REGISTER APR 1 1997

P.01/65

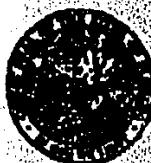
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EMPIRE CORPORATE KIT

B. REGISTER APR 4 1997

904)822-3708

04/02/87 15:58 Florida Department pl /1



FLORIDA DEPARTMENT OF STATE  
Sandra B. Martham  
Secretary of State

April 2, 1997

EMPIRE

MIAMI, FL

SUBJECT: NATIONAL CAREGIVER, INC.  
REF: #97000007697

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

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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Beth Register Fax Ind. #: #97000005426  
Corporate Specialist Supervisor Letter Number: 297AU0016667

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ARTICLES OF INCORPORATION

FILED

OR  
QUALITY CAREGIVER, INC.

97 APR -4 PM 12:48

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the state of Florida.

ARTICLE I

The name of the corporation shall be QUALITY CAREGIVER, INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be 1990 N.E. 163rd Street, Suite 203, Miami, Florida 33162.

ARTICLE III

This corporation's existence shall be effective on the date of subscription of these Articles, and the corporation shall have perpetual existence.

ARTICLE IV

The general purpose for which this corporation is organized is to transact any or all lawful business permitted under the laws of the State of Florida.

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

Number of Shares Authorized	Par Value	Class of Stock
1000	\$ .01	Common

All of said stock shall be payable in cash, property, real or personal, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

Jeffrey N. Marks, Esq.  
1990 N.E. 163rd Street, Suite 203  
Miami, FL 33162  
Florida Bar No. 136989  
(305) 940-8452

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EMPIRE CORPORATE KIT

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ARTICLE VI

The street address of the initial registered office of this corporation and its initial registered agent are as follows:

<u>Name</u>	<u>Address</u>
Jeffrey N. Marks	1990 N.E. 163rd Street Suite 205 Miami, Florida 33162

ARTICLE VII

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders. The name and address of the director of the corporation, who shall hold office for the first year or until his successors are duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
Jeffrey N. Marks	1990 N.E. 163rd Street Suite 205 Miami, FL 33162

ARTICLE VIII

The name and address of the Incorporator is:

<u>Name</u>	<u>Address</u>
Jeffrey N. Marks	1990 N.E. 163rd Street Suite 205 Miami, Florida 33162

ARTICLE IX

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

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ARTICLE I

This corporation, by duly adopted action of the Board of Directors, may indemnify and insure its officers and directors to the extent permitted by law either now existing or hereafter enacted.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the above-named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this 4th day of April, 1997.

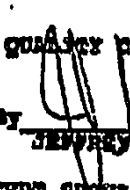
  
JEFFREY N. MARKS, Incorporator

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, QUALITY CAREGIVER, INC., organized under the laws of the State of Florida, by and through its Incorporator, submits the following statement in designating the registered office/registered agent, in the state of Florida:

1. The name of the corporation is: QUALITY CAREGIVER, INC.
2. The name and address of the registered agent and office is:

Jeffrey N. Marks, 1990 N.E. 162nd Street, Suite 205,  
Miami, Florida 33162

  
QUALITY CAREGIVER, INC.

BY   
JEFFREY N. MARKS, Incorporator

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

  
JEFFREY N. MARKS

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TALLAHASSEE, FLORIDA  
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