

LAW OFFICES OF
BELLO & MATHESON, P.A.

1835 19TH PLACE
VERO BEACH, FLORIDA 32960

JUAN BELLO
EDWARD G. MATHESON

TELEPHONE
(888) 569-1357

March 19, 1997

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399
Attn: New Filing Section

600002119506--4
-03/20/97--01113--003
****122.50 ****122.50

Re: NORCA HOME HEALTH CARE

Dear Sirs:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above named, proposed Florida corporation. In addition, you will also find our firm check in the amount of \$122.50, representing payment of the following:

Corporate Filing Fee	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified copy fee	\$ 52.50
	===
Total	\$122.50

Please file the original Articles of Incorporation and return a certified copy to our office.

If you should have any questions, or require any additional information, please don't hesitate to contact the office.

Thanking you in advance for your attention in this matter.

Sincerely,

Juan A. Bello
Juan A. Bello

JAB:lgh
Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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LAW OFFICES OF
BELLO & MATHESON, P.A.
1835 19TH PLACE
VERO BEACH, FLORIDA 32960

JUAN A. BELLO
EDWARD G. MATHESON

TELEPHONE
(561) 569-2667

April 9, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314
Attn: Loria Poole, Corporate Specialist

Re: NORCA HOME HEALTH CARE, INC.
Ref. No.: W97000006956.

Dear Ms. Poole:

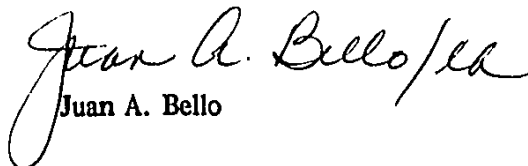
Enclosed please find the original and one (1) copy of the corrected Articles of Incorporation for the above named, proposed Florida corporation. We do apologize for any inconvenience that may have been caused. Your office has already received and is holding our firm check in the amount of \$122.50, representing payment of the appropriate filing fees.

Please file the original Articles of Incorporation and return a certified copy to our office.

If you should have any questions, or require any additional information, please don't hesitate to contact the office.

Thanking you in advance for your attention in this matter.

Sincerely,


Juan A. Bello

JAB:lgh
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 26, 1997

JUAN A. BELLO
BELLO & MATHESON, P.A.
1835 19TH PLACE
VERO BEACH, FL 32960

SUBJECT: NORCA HOME HEALTH CARE
Ref. Number: W97000006956

We have received your document for NORCA HOME HEALTH CARE and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 997A00015230

ARTICLES OF INCORPORATION
OF
NORCA HOME HEALTH CARE, INC.

FILED
97 APR 14 PM 2:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purposes of forming a corporation under the laws of the State of Florida adopts the following Articles of Incorporation of such corporation:

ARTICLE I

The name of this corporation is NORCA HOME HEALTH CARE, INC.

ARTICLE II

The principal office and mailing address of this corporation are:

1867 20th Avenue
Vero Beach, Florida 32960

ARTICLE III

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

ARTICLE V

The street address of the initial registered office of this corporation is:

1867 20th Avenue
Vero Beach, Florida 32960

and the name of the initial registered agent of this corporation is:

Name

Peter Welter

Address

1867 20th Avenue
Vero Beach, Florida 32960

ARTICLE VI

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida and shall exist thereafter perpetually until dissolved by law.

ARTICLE VII

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirements for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE VIII

This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

ARTICLE IX

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

The name and address of the Incorporator signing these Articles of Incorporation is:

Name

Peter Welter

Address

1867 20th Avenue
Vero Beach, Florida 32960

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4th day of April, 1997.

Peter Welter
Peter Welter

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BEFORE ME, personally appeared Peter Welter, who being first duly sworn and known to me to be the person named as the Incorporator of the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this 4th day of April, 1997.

Jeanette Smith
NOTARY PUBLIC

JEANETTE SMITH
(Printed Name of Notary)

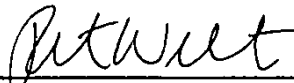
My Commission Expires:



JEANETTE SMITH
My Commission CC421082
Expires Dec. 26, 1998
Bonded by AIG
800-852-5878

CERTIFICATE OF REGISTERED AGENT

PURSUANT to Chapter 48.091 and 607.0501, Florida Statutes, the following is submitted in compliance with said act: NORCA HOME HEALTH CARE, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Vero Beach, County of Indian River, State of Florida, has named Peter Welter, located at 1867 20th Avenue, Vero Beach, Florida 32960, as its agent to accept service of process for the above stated corporation, at the place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.



Peter Welter

FILED
97 APR 14 PM 2:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA