

P97000036112

HYDEA HEALTH CARE SERVICES CORPORATION

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-04/16/97--01108--004
****122.50 ****122.50

Mailing Address:

**1170 Sunset Strip Suite 206
Lauderhill, Florida 33313**

**SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA**

**FILED
97 APR 23 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Please Return To:

**EMANUEL PALMER
Post Office Box 17283
Plantation, Florida 33318**

PH. 954 321-0047
FAX 724 321-0127

ru 4/23/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 17, 1997

EMANUEL PALMER
POST OFFICE BOX 17283
PLANTATION, FL 33318

SUBJECT: TOTAL HEALTH CARE SERVICES CORPORATION
Ref. Number: W97000008962

We have received your document for TOTAL HEALTH CARE SERVICES CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Neysa Culligan
Document Specialist

Letter Number: 897A00019540

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TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION
OF
HYDRA HEALTH CARE SERVICES CORPORATION

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associates themselves together to form a corporation for profit, under the general laws of the State of Florida.

ARTICLE I. NAME
HYDRA HEALTH CARE SERVICES CORPORATION

ARTICLE II. NATURE OF BUSINESS

The general nature of the business and the objectives and purposes proposed to be transacted and carried on, are to do any and all of the things hereinafter mentioned, as fully as to the same extent that natural persons might, or could do, namely:

1. To find employment for people or peoples or to recruit people for major corporations. Commonly called Head Hunter.

2. Hydra Health Care Services, Inc. is committed to meeting the needs of its clients by providing comprehensive life long home health care by clinicians who excel in their field in the provision of home health care. We are dedicated to maintaining the highest standards of quality.

3. The goals of Hydra Health Care Services, Inc. is to provide the best home health care and to maintain dynamic management and skilled personnel to assure company growth.

4. To borrow money and to make and issue notes, bond, debentures, obligations and evidence of indebtedness of all kinds, whether secured by a mortgage, pledge or otherwise, without limit as to amount, and to secure the same by mortgage, pledge or otherwise and generally to make and perform agreements and contracts of any kind and description.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred shares of common stock, with voting power with a par value of Ten Dollars (\$10.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV. CAPITAL

The amount of capital with which this corporation will begin business Seven Thousand Five Hundred Dollars (\$7,500.00) to be paid either in cash, merchandise, real estate, machinery or services, as may be determined by the Board of Directors.

ARTICLE V. TERMS OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The initial post office address of the principal office of the corporation in the State of Florida is as follows:

1170 Sunset Strip, Suite 206, Sunrise, Broward County, Florida, and shall have branch offices throughout the U.S.A.

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

The corporation shall have three (3) directors, initially. The number of directors may be increased or decreased from time to time, by by-laws adopted by the stockholders, but shall never be less than three (3).

ARTICLE VIII. INITIAL OFFICERS AND DIRECTORS

The names and post office addresses of the members of the first Board of Directors, the President and the Vice President, are as follows:

<u>OFFICERS</u>	<u>NAME</u>	<u>ADDRESS</u>
Director & President	Calvin Murray	4119 N State Rd. 7, Apt. 147 Lauderdale Lakes 33319
Director & Senior Vice President	Emanuel Palmer	3330 Spanish Moss Terrace, Apt. 401 Lauderhill, Florida 33319
Director & Vice President	Herma Cole	12495 SW 7th Place Davie, Florida 33325

ARTICLE IX. SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of consideration therefore are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARE</u>	<u>VALUE</u>
Calvin Murray	4119 N State Rd. 7, Apt 147 Luderdale Lakes Florida 33319	35%	
Emanuel S. Palmer	3330 Spanish Moss Ter Apt 401 Lauderhill, Florida 33319	34%	
Herma Cole	12495 SW 7th Place Davie, Florida 33325	31%	

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to the vote thereon.

C. F. Murray
CALVIN MURRAY, R.N.
FLDL# M600-118-51-214-0

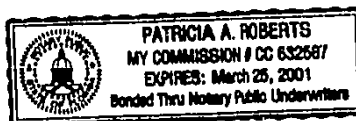
Emanuel Palmer
EMANUEL PALMER
FLDL# P456-217-41-468-0

Herma Cole
HERMA COLE, RN
FLN# C400-332-45-599-0

SWORN TO and subscribed before me this 14th day of April 1997.

Patricia A. Roberts
Notary Public
State of Florida at Large

My commission expires: 3/25/01



**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF
HYDRA HEALTH CARE SERVICES CORPORATION**

Pursuant to Florida Statutes 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 1170 Sunset Strip, Suite 206, Sunrise, Florida 33313 has named Emanuel S. Palmer located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named 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 Florida Law in keeping open said office.



Emanuel S. Palmer
Registered Agent

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97 APR 23 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA