

**DUBROW  
DUKER &  
ASSOCIATES, P.A.**

**P97000042191**

April 30, 1997

**ACCOUNTANTS & FINANCIAL PLANNERS**

2840 University Drive • Coral Springs, Florida 33065  
Telephone (954) 345-0323 • Facsimile (954) 341-9766

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

800002171968--9  
-05/08/97--01128--014  
\*\*\*\*122.50 \*\*\*\*122.50

**RE: Specialized Nursing Services II, Inc.**

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,



B. Alan Dubrow  
Dubrow Duker & Associates, P.A.

FILED  
97 MAY -8 AM 9:45  
TALLAHASSEE, FLORIDA  
STATE

MAY 13

BSB

ARTICLES OF INCORPORATION  
of

**Specialized Nursing Services II, Inc.**

FILED  
97 MAY -8 AM 9:45  
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

**Specialized Nursing Services II, Inc.**

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in activities or business permitted under the laws of the United States and the State of Florida. The Purpose of the company is to engage in nursing services.

#### ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one thousand shares (1000) of One Dollar(s) (\$1.00) par value Common Stock, which shall be designated "Common Shares."

#### ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

**Specialized Nursing Services, Inc.  
633 N.E. 167th Street, Suite 601  
North Miami Beach, Florida 33162**

The name and street address of the Initial Registered Agent of this Corporation is:

**Dubrow Duker & Associates, P.A.  
2840 University Drive  
Coral Springs, Florida 33065**

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director(s) initially. 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 names and address of the initial director(s) of the corporation is/are as follows:

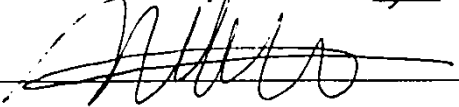
**Marjorie Kellier  
633 N.E. 167th Street, Suite 601  
North Miami Beach, Florida 33162**

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

**Marjorie Kellier**  
**633 N.E. 167th Street, Suite 601**  
**North Miami Beach, Florida 33162**

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 5 day of May, 1997.

  
\_\_\_\_\_(Seal)

CERTIFICATE AND ACKNOWLEDGMENT  
OF REGISTERED AGENT

*Certificate of Registered Agent  
of*

**Specialized Nursing Services II, Inc.**

Pursuant to Florida Statutes 48.091 and 607.0501, 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:

2840 University Drive  
Coral Springs, Florida 33065

has named Dubrow Duker & Associates, P.A., located at the aforesaid  
address, as its Registered Agent to accept service of process within this  
state.

ACKNOWLEDGMENT

Having been named as registered Agent to accept service of process for  
the above stated corporation at the place designated in this certificate, and  
being familiar with the obligations of that position, I hereby accept to act  
in this capacity, and agree to comply with the provisions of Florida Law  
in keeping open said office.



B. Alan Dubrow *Director*  
Dubrow Duker & Associates, P.A.

FILED  
97 MAY -8 AM 9:45  
TALLAHASSEE, FLORIDA