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5/14/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: ACTION HOME CARE INC.

AUDIT NUMBER.....H97000007953

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

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ARTICLES OF INCORPORATION
OF
ACTION HOME CARE INC.

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Mrs. Jeanette Fernandez for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following articles of incorporation:

ARTICLE I

NAME

The name of the corporation is ACTION HOME CARE, INC.

ARTICLE II

DURATION

The term of existence of the corporation is perpetual.

ARTICLE III

CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is ONE HUNDRED, all of which shall be common shares having a par value of ONE DOLLAR (\$ 1.00) per share.

ARTICLE IV

NATURE OF BUSINESS

The nature of business to be conducted by the Corporation is:

1. The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.
2. To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of corporate indebtedness as required;
3. To manufacture, purchase, or otherwise acquire and own, mortgage, pledge,

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sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, and deal in and with goods, ware, merchandise, real and personal property, and services of every class, kind, or description;

4. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and counties;

5. To purchase the corporate assets of any other corporation and to engage in the same or other character of business;

6. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the corporate stock of, or any bonds, securities, or other evidence of indebtedness created, by any other corporation of the State of Florida or other state or government, and while owner of such stock, to exercise all the right, powers and privileges of ownership, including the right to vote such stock;

7. To do such other things that are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE V

PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitle to full preemptive rights to purchase unissued or treasure shares of the corporation and securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasure shares.

ARTICLE VI

REGISTERED OFFICE

The street address of the initial registered office of the Corporations:

3280 Tamiami Trail
Suite 30
Port Charlotte, Fl 33952

The name of the registered agent at such address is:

Jenette Fernandez

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ARTICLE VII

PRINCIPAL OFFICE

The initial street address of the principal office of the corporation in the State of Florida is:

3280 Tamiami Trail
Suite 30
Port Charlotte, Fl 33952

ARTICLE VIII

DIRECTORS

The number of directors constituting the board of directors of the corporation shall be determined in the accordance with the by-laws, but shall not be less than one. The names and addresses of the persons who are to serve as members of the initial board of directors are:

NAME

ADDRESS

Jeanette Fernandez
President

3280 Tamiami Trail
Suite 30
Port Charlotte, Fl 33952

The corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE IX

INCORPORATORS

NAME

ADDRESS

Jeanette Fernandez

3280 Tamiami Trail
Suite 30
Port Charlotte, Fl 33952

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ARTICLE X

REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN OTHER PRE-
INCORPORATION EXPENSES, ADOPTION OF CONTRACTS

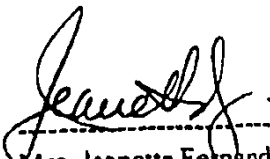
The corporation hereby adopts all contracts made on its behalf by the herein before mentioned incorporators. The corporation further authorizes its director to reimburse the herein before mentioned incorporators for any and all expenses incurred in the organization and formation of the corporation. The Directors of this corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporators shall be reimbursed.

ARTICLE XI

RIGHT TO AMEND ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal any provisions contained in theses Articles of Incorporation or any amendment hereto, and any writing inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of incorporation this 13 day of May 1997



Mrs Jeanette Fernandez
Subscriber

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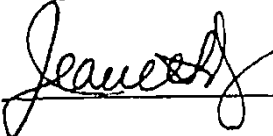
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Certification designating place of business or domicile for the service of process within Florida, naming Agent upon whom process may be served.

In compliance with section 48.091, Florida statutes, the following is submitted:

First that Action Home Care Inc. desiring to organize or qualify under the laws of the State of Florida with its principal place of business at City of Miami, State of Florida has name Jeanette Fernandez located at 3280 Tamiami Trail, Suite 30 Port Charlotte, State of Florida as its agent to accept service of process.

Signature

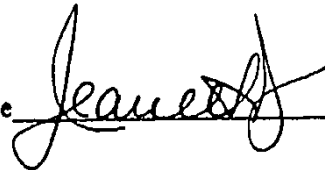


Title Subscriber

Date 5-13-97

Having been to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes to the proper and complete performance of my duties.

Signature



Date 5-13-97

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