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DANIEL L. GINSBERG, ESQ.

16499 N.E. 19th Avenue
Suite 215

North Miami Beach, Florida 33162
(305) 949-2411

FILED

97 JUN -6 AM 11:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 2, 1997

EFFECTIVE DATE

6-2-97

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

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-06/06/97--01122--012

****122.50 ****122.50

RE: AMERICAN HOME CARE, INC.

Dear Sirs:

Enclosed, please find an original and one (1) copy of the Articles of Incorporation for the above corporation and check in the amount of \$122.50.

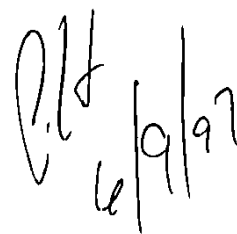
Please return one copy duly executed in the enclosed stamped enclosed envelope.

Thanking you in advance for your help in this matter,

Very truly yours,


Daniel L. Ginsberg,

DLG:msk
Encl. (Check)



ARTICLES OF INCORPORATION

OF

AMERICAN HOME CARE, INC.

FILED

97 JUN -6 AM 11:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of the corporation shall be:

AMERICAN HOME CARE, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all activities or businesses permitted under the laws of the United States and of this State, as fully and to the same extent as natural persons might or could do.

ARTICLE III

CAPITAL STOCK

The maximum number of shares which the corporation is authorized to have outstanding at any time shall be Five Hundred (500) common shares at a value of One Dollars and 00/100's (\$1.00) per share.

ARTICLE IV

AMOUNT OF CAPITAL TO BEGIN BUSINESS WITH

The amount of capital with which this corporation shall commence business shall be no less than five Hundred (\$500.00) Dollars.

ARTICLE V

EXISTENCE OF CORPORATION

The existence of this corporation shall be perpetual unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be located at 100 Linton Blvd., Suite 101B, Delray Beach, Florida, 33483 or any other address selected by the Board of Directors.

ARTICLE VII

NUMBER OF DIRECTORS

The number of directors of this corporation shall be at least One (1) and who shall be:

Simone Stewart,- President/Secretary-treasurer.

ARTICLE VIII

OFFICERS

The names and post office addresses of the of the Officers of this corporation shall be:

Simone Stewart, President/Secretary-Treasurer
100 Linton Blvd., Suite 101B,
Delray Beach, Fl. 33483

ARTICLE IX

SUBSCRIBERS

The name(s) and post office address(es) of each subscriber and/or their interest(s) are as follows:

Simone Stewart, 100 Linton Blvd., Suite 101B, Delray Beach, Fl. 33484	450 shares
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Charles Canady, 16499 N.E. 19 Ave., N. Miami Beach, Fl. 33162	50 shares
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ARTICLE X

POWERS

The directors of this corporation, in addition to the powers conferred by the laws of the State of Florida, shall have the power to make, alter, amend and repeal the By-Laws, and to set apart, out of any funds of the corporation available for dividends a reserve or reserves for any proper purpose, and to alter or abolish such reserve.

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in this Certificate of Incorporation in any manner now or thereafter prescribed by law,

and all rights conferred on officers, directors and stockholders herein granted subject to this reserve.

ARTICLE XI

INCORPORATOR & REGISTERED AGENT

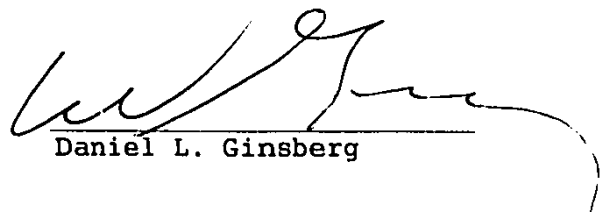
The incorporator of the within named corporation is Daniel L. Ginsberg Esq. The registered agent of said corporation is Simone Stewart, and the registered office shall be 100 Linton Blvd., #101B Delray Beach, Florida 33483.

ARTICLE XII

DATE OF INCORPORATION

The corporate existence shall begin on June 2, 1997 at 9:00 am Eastern Standard Time (9:00 EST).

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 2 day of June, 1997.


Daniel L. Ginsberg

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated above, 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.

Simone Stewart
Simone Stewart,

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this
____ day of June, 1997 by Simone Stewart who is personally known
to me.



Burton Ginsberg
NOTARY PUBLIC, State of Florida
My Commission Expires:

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97 JUN -6 AM 11:45
TALLAHASSEE, FLORIDA
SECRETARY OF STATE