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**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

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97 JUN 10 PM 1:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Rare Home Care, Inc

✓ Art of Inc. File \_\_\_\_\_  
LTD Partnership File \_\_\_\_\_  
Foreign Corp. File \_\_\_\_\_  
L.C. File \_\_\_\_\_  
Fictitious Name File \_\_\_\_\_  
Name Reservation \_\_\_\_\_  
Merger File \_\_\_\_\_  
Art. of Amend. File \_\_\_\_\_  
RA Resignation \_\_\_\_\_  
Dissolution / Withdrawal \_\_\_\_\_  
Annual Report / Reinstatement \_\_\_\_\_  
✓ Cert. Copy \_\_\_\_\_  
Photo Copy \_\_\_\_\_  
Certificate of Good Standing \_\_\_\_\_  
Certificate of Status \_\_\_\_\_  
Certificate of Fictitious Name \_\_\_\_\_  
Corp Record Search \_\_\_\_\_  
Officer Search \_\_\_\_\_  
Fictitious Search \_\_\_\_\_  
Fictitious Owner Search \_\_\_\_\_  
Vehicle Search \_\_\_\_\_  
Driving Record \_\_\_\_\_  
UCC 1 or 3 File \_\_\_\_\_  
UCC 11 Search \_\_\_\_\_  
UCC 11 Retrieval \_\_\_\_\_  
Courier \_\_\_\_\_

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DIVISION OF CORPORATIONS

K.R. JUN 10 1997

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
ROSE HOME CARE, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I- NAME

The name of this corporation is ROSE HOME CARE, INC.

ARTICLE II-DURATION

The Corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with the Florida Secretary of State's Office.

ARTICLE III- PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV-CAPITAL STOCK

The Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares".

ARTICLE V-INITIAL CORPORATE OFFICE AND REGISTERED AGENT

The street address of the initial corporate office of the corporation is 215 S.W. 17th Avenue, #315 , Miami, Florida 33135. The name and address of the initial registered agent for the corporation is Maria T. Escobar, 215 S.W. 17th Avenue, #315 , Miami, Florida 33135.

#### ARTICLE VI-BY-LAWS

The By-Laws of the Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

#### ARTICLE VII-INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) Director. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the sole Director of this Corporation is:

<u>Name</u>	<u>Address</u>
Maria T. Escobar	215 S.W. 17th Avenue #315 Miami, Florida 33135

#### ARTICLE VIII-OFFICERS

The officers of the corporation are:

<u>Name</u>	<u>Office</u>
Maria T. Escobar	President 215 S.W. 17th Avenue #315 Miami, Florida 33135
Michelle Rivera	Vice-President 215 S.W. 17th Avenue #315 Miami, Florida 33135
Luis Rosa	Secretary-Treasurer 215 S.W. 17th Avenue #315 Miami, Florida 33135

#### ARTICLE IX-INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X-PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

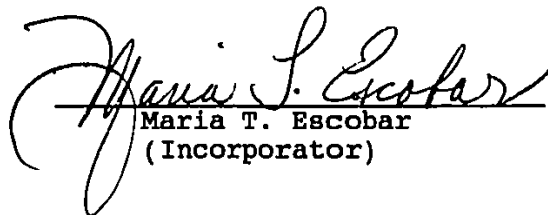
ARTICLE XI-INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Maria T. Escobar, 215 S.W. 17th Avenue, #315 , Miami, Florida 33135.

ARTICLE XII-AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 6<sup>th</sup> day of June, 1997.

  
\_\_\_\_\_  
Maria T. Escobar  
(Incorporator)

STATE OF FLORIDA        )

COUNTY OF DADE         )

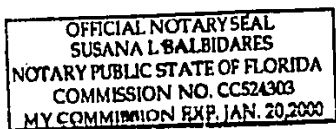
Before me, a Notary Public authorized in the State and County set forth above, personally appeared MARIA T. ESCOBAR, known to me and known by me to be the person, who, as Incorporator, executed the foregoing Articles of Incorporation of ROSE HOME CARE, INC., and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 6<sup>th</sup> day of

June, 1997.

Susana L. Balbidares  
NOTARY PUBLIC, State of Florida

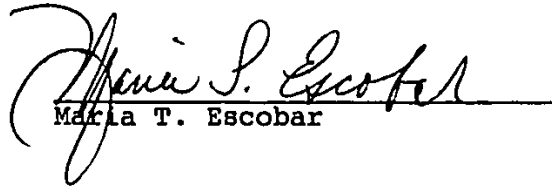
My Commission expires:



ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 6<sup>th</sup> DAY OF June, 1997

  
Maria T. Escobar

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