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LAW OFFICES
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June 13, 1997

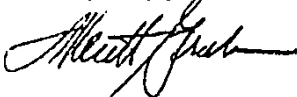
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: PETM, INC.

Dear Sirs:

Enclosed please find check no. 6448 in the amount of \$122.50 for the filing of the Articles of Incorporation of PETM, INC.

Very truly yours,



ALLEN H. GRUBER

AHG/kw
enc.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
PETM, INC.

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DIVISION OF CORPORATIONS
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Pursuant to Section 607 of the Corporation Laws of the State of Florida:

The undersigned, for the purpose of forming a corporation pursuant to Florida Law, Section 607, hereby certifies as follows:

1. The name of the corporation shall be: PETM, INC.
The purpose of the Corporation shall be:
 - a. Provide independent contractors for specialized home care services.
 - b. To do everything necessary, proper or advisable for the accomplishment of any of the foregoing, provided the same not be inconsistent with the Laws of Florida.
2. The aggregate number of authorized share of stock the Corporation may issue is 500 shares of No par value stock.
3. The principal office of the Corporation shall be located at: 14760 S.W. 83 Place, Miami, Florida 33158.
4. The amount of capital with which the Corporation shall begin business will be: Five Hundred Dollars (\$500.00).
5. ALLEN H. GRUBER, P.A., is hereby designated as the Resident Agent of the Corporation upon whom process may be served. The address to which the Secretary of State shall mail a copy of any notice required by law is: 9350 South Dixie Hwy., Suite 1270, Miami, FL 33156.

6. There shall be 1 director(s) of the Corporation, who, unless otherwise provided by the By-Laws, shall hold office for the first year's existence of the Corporation or until their successors are elected or appointed and have qualified.

7. The names and addresses of the Directors of the Corporation are: President/Treasurer, DEBRA NERENBERG, 14760 S.W. 83 Place, Miami, Florida 33158.

8. The names and addresses of the subscribers of these Articles of Incorporation are: DEBRA NERENBERG, 14760 S.W. 83 Place, Miami, Florida 33158.

9. The names and addresses of the officers of the Corporation who shall hold office for the first year or until their successors are chosen are: President/Treasurer, DEBRA NERENBERG, 14760 S.W. 83 Place, Miami, Florida 33158.

10. The address of the Registered Office of the Corporation shall be: 9350 South Dixie Hwy., Suite 1270, Miami, Florida 33156.

11. The Registered Agent of the Corporation shall be: Allen H. Gruber, P.A.

12. The By-Laws of the Corporation may be created, altered or amended by the Directors of the Corporation in the following manner:

a. At any regular meeting, any Director may propose an addition or amendment to the By-Laws and such proposal shall thereafter be considered by the Directors. A majority of the shareholders shall ultimately decide on any alterations, amendments or deletions.

b. Notice of any such alteration of the By-Laws shall be given not more than ten (10) days after said vote and each Director shall be given a copy, as well as the Office of the Secretary of State.

13. Amendments to the Articles of Incorporation:

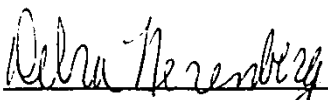
a. May be proposed by any Director of the Corporation.

 MERCEDES E. SOGA
MY COMMISSION # CC 160233
EXPIRES: August 7, 1998
Bonded thru Notary Public Underwriters

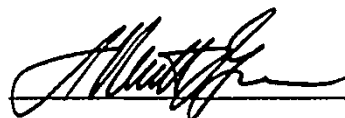
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that PETM, INC., qualify(ies) under the Laws of the State of Florida, with its principal place of business at City of Miami, State of Florida, has named ALLEN H. GRUBER, P.A., located at 9350 South Dixie Hwy., Suite 1270, Miami, Florida 33156, as its agent to accept service of process within Florida.

Signature: 
Title: President/Treasurer
Date: 6/13/97

Having been named 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 relative to the proper and complete performance of my duties.

Signature: 
Date: 6-13-97

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