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OF COUNSEL

\*ALSO ADMITTED IN MICHIGAN

\*\*ALSO ADMITTED IN SOUTH CAROLINA

\*\*\*ALSO ADMITTED IN NEW YORK

ALSO ADMITTED IN DISTRICT OF COLUMBIA

**PALM BEACH OFFICE**  
FIRST UNITED BANK BLDG., SUITE 203  
180 ROYAL PALM WAY  
PALM BEACH, FLORIDA 33480  
TELEPHONE (561) 659-0200  
FACSIMILE (561) 659-0942

PLEASE REPLY TO:

October 10, 1997

North Palm Beach

**Via Airborne Express**

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

500002318635--1  
-10/13/97--01076--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: **ABOVE & BEYOND HOME HEALTH SERVICES, INC.**

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of the above-captioned corporation together with the executed acceptance of appointment of registered agent and this firm's check in the amount of \$78.75 covering the following fees:

Filing Fee	\$35.00
Certificate of Good Standing	8.75
Registered Agent Designation	35.00

\$78.75

Please file the original Articles of Incorporation, date and stamp the enclosed copy and return it with a Certificate of Good Standing letter to the undersigned via Airborne Express. I have enclosed a prepaid airbill for your use.

Very truly yours,

Avis & Avis, P.A.

  
Warren E. Avis, Jr.

Enclosures

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 13 PM 2:54

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10/14/97

**ARTICLES OF INCORPORATION  
OF**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 13 PM 2:54

**ABOVE & BEYOND HOME HEALTH SERVICES, INC.**

The undersigned incorporator Alan F. Anderson for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of the corporation shall be:

**ABOVE & BEYOND HOME HEALTH SERVICES, INC.**

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

2047 S.E. Monroe Street, Stuart, Florida 34997-5886

**ARTICLE III**

**CAPITAL STOCK**

The aggregate number of shares of stock the Corporation shall be authorized to create and issue is 1,000 shares of Common Stock having a par value of \$1.00 per share.

**ARTICLE IV**

**INITIAL REGISTERED AGENT AND OFFICE**

The name and address of the initial registered agent is:

Alan F. Anderson  
c/o Avis & Avis, P.A.  
1201 U.S. Highway One, Suite 435  
North Palm Beach, Florida 33408

## **ARTICLE V**

### **INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

Alan F. Anderson  
c/o Avis & Avis, P.A.  
1201 U.S. Highway One, Suite 435  
North Palm Beach, Florida 33408

## **ARTICLE VI**

### **OFFICERS AND DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

The names and street addresses of the initial directors who shall hold office the first year of the Corporation's existence or until their successors are elected, are:

Martha, J. Carter  
2047 S.E. Monroe Street, Stuart, Florida 34997-5886

Joan Joseph  
1105 Cherokee Street, Jupiter, Florida 33458

The officers of the Corporation are:

President & Treasurer: Martha, J. Carter, 2047 S.E. Monroe Street, Stuart, Florida 34997-5886

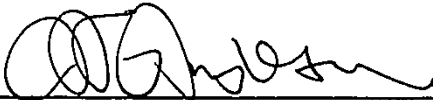
Secretary & Vice-President: Joan Joseph, 1105 Cherokee Street, Jupiter, Florida 33458

ARTICLE VII

NATURE OF BUSINESS

The Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at North Palm Beach, Florida, for the uses and purposes aforesaid, on this 10 day of OCTOBER, 1997.

  
\_\_\_\_\_  
Alan F. Anderson, Incorporator

STATE OF FLORIDA     )  
                              )  
PALM BEACH COUNTY    )     SS.

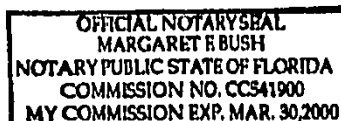
Before me personally appeared Alan F. Anderson to me well known to be the person described and who produced PERSONALLY KNOWN as identification and did not take an oath and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at North Palm Beach, Florida, this 10 day of OCTOBER, 1997.

  
\_\_\_\_\_  
Notary Public, State of Florida at Large

MARGARET E. BUSH  
Name of Acknowledger

My Commission Expires:



**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/REGISTERED OFFICE**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 13 PM 2:54

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

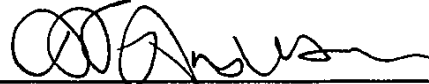
1. The name of the corporation is:

**ABOVE & BEYOND HOME HEALTH SERVICES, INC.**

2. The name and address of the registered agent and office is:

Alan F. Anderson  
c/o Avis & Avis, P.A.  
1201 U.S. Highway One, Suite 435  
North Palm Beach, Florida 33408

SIGNATURE



TITLE

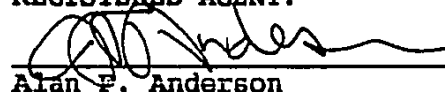
INCORPORATOR

DATE

OCTOBER 10, 1997

HAVING BEEN NAMED AS A REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE

  
Alan F. Anderson

DATE

OCTOBER 10, 1997