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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
VISITING NURSE MANAGED CARE CORPORATION**

Certificate of Status	0
Certified Copy	1
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Amended
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VISITING NURSE MANAGED CARE CORPORATION**

(A Florida Corporation)

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned hereby adopts the following Amended and Restated Articles of Incorporation:

1. The name of the corporation is Visiting Nurse Managed Care Corporation (the "Corporation"). The date of filing the original Articles of Incorporation with the Secretary of State was October 21, 1997. The document number assigned to the Corporation with the Florida Department of State is No.: P97000091023.
2. The Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors and the Shareholder effective May 23, 2011 in accordance with Sections 607.1003, 607.1006, and 607.1007 of the Florida Business Corporation Act.
3. The Articles of Incorporation are hereby amended and restated in their entirety as follows:

**Article I
Name of Corporation**

The name of the corporation is Visiting Nurse Managed Care Corporation

**Article II
Principal Office**

The principal place of business and mailing address of the Corporation is:

14101 Commerce Way
Miami Lakes, Florida 33016

**Article III
Shares**

The number of shares the corporation is authorized to issue is 2,000.

APPROVED
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Article IV
Registered Agent and Office Address

Donna Gale
14101 Commerce Way
Miami Lakes, Florida 33016

Article V
Indemnification

The Corporation shall indemnify any present or former officer or director exercising powers and duties as an officer or a director of the Corporation, to the fullest extent now or hereafter permitted by law.

[Signature Page Follows]

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IN WITNESS WHEREOF, the undersigned executed these Amended and Restated Articles
of Incorporation effective the 23rd day of May, 2011.

By: 

Name: Raul Rodriguez

Title: President

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Visiting Nurse Managed Care Corporation a Florida corporation (the "Corporation"), in the Corporation's Amended and Restated Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Amended and Restated Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate effective as of
May 23, 2011



Donna Gale