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November 3rd, 1997.

Florida Department of State
Division of Corporations
P.O. Box 6237
Tallahassee, FL 32314

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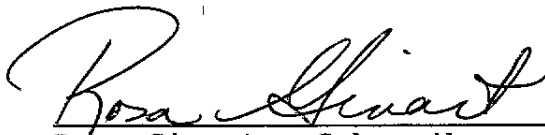
Attention: New Filings Section (4)

Dear Sir or Madam:

Enclosed you will find two (2) copies of the Articles of Incorporation, a check for the amount of One Hundred Twenty Two Dollars and Fifty Cents (\$122.50) and a self address stamped envelope.

We would like to thank you in advanced for your prompt attention and cooperation in this matter.

Sincerely,


Rosa Ginart - Subscriber

MARIELA M. FRASER
Requestor's Name

2446B RYAN PLACE
Address

Tallahassee, FL 32308
City/State/Zip
Phone #
668-3796

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97 NOV -5 AM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER NOV 5 1997

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of this Corporation shall be:
ROSY'S HOME CARE, INC.

ARTICLE II: NATURE OF BUSINESS

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

ARTICLE III: TERM OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which Corporate existence shall begin, will be the date of filing these Articles with the Secretary of State.

ARTICLE IV: CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

1. **Designation:** The stock of this Corporation shall be known as Common Stock.
2. **Authorized:** The maximum number of shares of Common Stock that this Corporation may issue is 1,000 SH.
3. **Consideration:** Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or in any combination of the foregoing. The judgement of the Board of Directors shall be conclusive as to the value of any such consideration.
4. **Non-Assessability:** Each Share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
5. **Par-Value:** Each Share of Common Stock shall have the par value of: One Dollar (\$1.00).
6. **Voting Rights:** Each Share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the Stockholders of the Corporation.
7. **Dividends:** Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purposes.
8. **Liquidation Rights:** Holders of Common Stock are entitled, in the event of liquidation or dissolution of this Corporation, to receive their pro-rata share of any assets of this Corporation remaining after payment of all corporate debts and obligations.

ARTICLE V: DIRECTORS

This Corporation shall have -1- Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial Director of this Corporation is:

Rosa Ginart
10001 SW 43rd Street
Miami, FL 33165

ARTICLE VI: PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office for this corporation will be the same as the mailing address. The address is:

10001 SW 43rd Street
Miami, FL 33165

ARTICLE VII: INDEMNIFICATION

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

ARTICLE VIII: AMENDMENT

These Articles of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE IX: RESIDENT AGENT

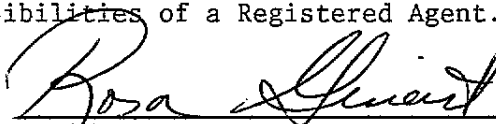
The undersigned individual shall be the Resident Agent for service of process in the State of Florida on behalf of the Corporation. The Resident Agent may resign at anytime and the Corporation may change its Resident Agent at anytime also.

RESIDENT AGENT: Rosa Ginart

ADDRESS: 10001 SW 43rd Street
Miami, FL 33165

ACKNOWLEDGMENT AND ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent of the above Corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Corporations Code pertaining to the duties and responsibilities of a Registered Agent.


Resident Agent

ARTICLE X: INCORPORATION

The name(s) of the person(s) executing these Articles of Incorporation is/are:

Rosa Ginart

IN WITNESS WHEREOF, the undersigned Subscriber(s) has/have executed these Articles of Incorporation this 3rd day of November, 1997.


Rosa Ginart - Subscriber

FILED
97 NOV -5 AM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA