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TRANSMITTAL LETTER

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

100002342931--8  
-11/10/97-01113-005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: HomeCare Medical Resources Inc  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: AVELINO T. GARCIA  
Name (Printed or typed)

8257 Malvern Circle  
Address

Tampa, FL 33634  
City, State & Zip

(813) 749-4633  
Daytime Telephone number

FILED  
97 NOV 10 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

97 11-13-97

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97 NOV 10 PM 3:42

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
HOMECARE MEDICAL RESOURCES, INC.**

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE 1**

**NAME**

The name of this corporation shall be: **HomeCare Medical Resources, Inc.**

**ARTICLE 2**

**PRINCIPAL OFFICE & MAILING ADDRESS**

The address of the principal office and the mailing address of this corporation shall be:

8257 Malvern Circle  
Tampa, Florida 33634

**ARTICLE 3**

**CAPITAL STOCK**

1. **Authorized Capitalization**. The total number of shares of capital stock authorized to be issued by this Corporation shall be:

1,000,000 shares of common stock, par value \$.05 per share (the "Common Stock").

2. **Payment for Stock**. All or any part of the consideration for the issuance of the capital stock of this Corporation may be in cash, property or labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for that purpose, which consideration, in any event, shall not be less than the par value of the shares issued therefore. All stock when issued shall be fully paid and nonassessable.

3. **Voting**. The voting power of this Corporation shall be vested solely in the Common Stock. Holders of shares of Common Stock shall be entitled to one vote for each share of Common Stock. There shall be no cumulative voting in the election of directors.

**ARTICLES OF INCORPORATION OF  
HOMECARE MEDICAL RESOURCES, INC**

4. **Dividends.** Any and all dividends are to be shared among the holders of shares of outstanding Common Stock on a share for share basis.

**ARTICLE 4**

**REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of this corporation shall be located at 8257 Malvern Circle Tampa, Florida 33634 and the initial registered agent of this corporation at such office shall be Avelino T. Garcia. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

**ARTICLE 5**

**BOARD OF DIRECTORS**

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

**ARTICLE 6**

**INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of this corporation shall consist of three (3) members, such members to hold office until his or her successors have been duly elected and qualify. The names and street addresses of the initial directors are:

<b><u>Name</u></b>	<b><u>Address</u></b>
Avelino T. Garcia	8257 Malvern Circle Tampa, Fl 33634
Elizabeth A. Garcia	8257 Malvern Circle Tampa, Fl 33634
Violeta Arnobit	Ace Medical 4510 Salt Lake Blvd Honolulu, HI 96818

ARTICLES OF INCORPORATION OF  
HOMECARE MEDICAL RESOURCES, INC.

ARTICLE 7

INCORPORATOR

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

Name	Address
Avelino T. Garcia	8257 Malvern Circle Tampa, Fl 33634

ARTICLE 8

PURPOSE AND DURATION

The general purpose for which this corporation is organized is the transaction of any and all lawfull business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This corporation shall have perpetual existence.

ARTICLE 9

BY-LAWS

The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

ARTICLE 10

AMENDMENT OF ARTICLES OF INCORPORATION

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLES OF INCORPORATION OF  
HOMECARE MEDICAL RESOURCES, INC.

ARTICLE 11

AFFILIATED TRANSACTIONS

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

**DATED** this 15 of October, 1997.

  
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AVELINO T. GARCIA

# HomeCare Medical Resources, Inc.

15 October 1997

*Having been named as registered agent and to accept service of process for HomeCare Medical Resources, Inc. 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 the 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.*

*A. Garcia*  
Signature/Registered Agent

*15 Oct 97*  
Date

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA