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Stanley Ehi Aliu
5563 Pine Chase Dr. #5
Orlando, Florida 32808

January 2, 1998

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

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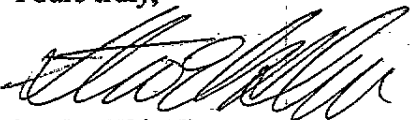
RE: ARTICLES OF INCOPORATION FOR BENDEL HOMECARE, INC.

Dear Sir,

Enclosed please find the original and copy of Articles of Incorporation for Bendel Homecare, Inc.

Also, enclosed is my check in the amount of \$122.50 made payable to the Secretary of State for both the initial and franchise tax deposit, the statutory filing fee and certified copy for our record.

Yours truly,



Stanley Ehi Aliu

Enclosures: Check.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE OF INCORPORATION
of
BENDEL HOMECARE, INC.

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The undersigned subscribers to the articles of incorporation each a natural person competent to contract, hereby associated themselves together to form a corporation under the laws of the state of Florida.

ARTICLE I. NAME

The name of this corporation is: BENDEL HOMECARE, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: to engage in any activities in the arrangement of home care for the individual who needs medical care by employing health care professional: Nurses, Doctors, Physical therapists, and also to supply medical equipment as needed to the sick, and to provide assisted living.

To purchase, or otherwise acquire, and to own, pledge, sell assign, transfer or otherwise dispose of, and to invest in, trade in deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or a building and loan association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To endorse, purchase hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To become guarantor or surety for any other person, firm or corporation for any purpose of transaction whatsoever.

To make gifts of its property of cash either to charitable organization or other wise, when deemed in the interest of the corporation.

To adopt such pension profit sharing, stock option, and deferred compensation plans for officers, employees and directors and to grant such stock options to officers, employees, directors and others as the board of directors may deem to be in the interest of the corporation.

To have and exercise all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

All of the foregoing in the article shall be construed as both objects and powers. The enumeration of specific power and purposes of this corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is:

One Thousand (1,000) shares of \$1.00 par value, common stock.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is: One thousand dollars (\$1,000.00).

ARTICLE V. TERM

This corporation shall have perpetual existence.

ARTICLE VI. ADDRESS

The post office address of the principal office of this corporation in the state of Florida is:

**P. O. BOX 720538
Orlando, Florida 32872-0538**

The Board of Directors may from time to time move the office to any other place Florida.

ARTICLE VII. DIRECTORS

This corporation shall have One director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than three. Any director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for the purpose.

ARTICLE VIII. INITIAL DIRECTORS

The name and post office address of the member of the first Board of Directors of this corporation are:

Stanley Ehi Aliu – President, Treasurer & Secretary
P.O. BOX 720538
Orlando, Florida 32872-0538

ARTICLE IX. SUBSCRIBER

The name and post office address of the subscriber of these articles of incorporation are:

Stanley Ehi Aliu
P.O. Box 720538
Orlando, Florida 32872-0538

ARTICLE X. MISCELLANEOUS

This corporation shall have the right to amend or repeal any provision contained in these articles of incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in the corporation shall not be required to make any person eligible to hold office or to become a director in this corporation.

The stockholders or any two or more of them, may by agreement recorded in the minute book of this corporation impose such restrictions on the sale, transfer or incumbrance of the stock in this corporation owned by the subscribers to such agreement as they may see fit. The by-laws of this corporation may impose any restriction as may be lawful under the statutes and laws of the State of Florida when such by-laws is adopted or amended.

Any subscriber or stockholder present at any meeting, either in person or by proxy and any director present in person at any meeting of the Board of Directors shall be

conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common law and statutory law applicable thereto.

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

The name and addresses of the initial registered agents are:

**Stanley Ehi Aliu,
5563 Pine Chase Dr. #5
Orlando, FL 32819**

ARTICLE XL INDEMNITY.

This corporation is authorized to indemnify any director, officers, or employee, or former director, officer of employee of corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which its own shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, or having been such director, officer, or employee, except in relation to matter as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence of misconduct in the performance of duty.

The corporation may also reimburse to any director, or employee the reasonable costs of settlement, of any such action, suit, or proceeding, of it shall be found by a majority of a committee composed of the directors of this corporation not involved in the

matter in controversy (whether or not a quorum) that it was to the interests of this corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer, or employee from exercising any rights to which he may be entitled under the by-laws or otherwise.

ARTICLE XII. AMENDMENT

These articles of incorporation may be approved by the Board of Directors, proposed by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by Two-Thirds of the Stock entitle to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

STATE OF FLORIDA
COUNTY OF ORANGE.

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared.

STANLEY EHI ALIU

to me known to be the person described as Subscriber and Incorporator in and who executed the foregoing Articles of Incorporation, and he acknowledge before me that he subscribe to these Articles of incorporation.

Witness my hand and official seal in the County and State named above this 2nd
day of Jan 1998.

Notary Public, State of Florida

Print Name of Notary - Virgilie Pete
My commission expires Sept. 30, 2000



Virgilie Pete
My Commission CC589693
Expires Sep. 30, 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -2 PM 12:15

CERTIFICATE

Designating Registered Agent and place of Business for the services of Process with this State.

Pursuant to Section 48.091, Florida statutes, The following is submitted:

BENDEL HOMECARE, INC.

desiring to organize under the Laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, in the City of Orlando, County of Orange, State of Florida, has named Stanley Ehi Aliu as its Agent to accept service or process within the State of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above named corporation, at the place designated in the Certificate, I hereby accept with the provision of law relating to keeping said office open.


Registered Agent