

P98000054275



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 859033 5030952

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 17 PM 2:10

ORDER DATE : June 17, 1998

ORDER TIME : 11:57 AM

ORDER NO. : 859033-005

CUSTOMER NO: 5030952

CUSTOMER: Dennis J. Eisinger, Esq
PHILLIPS EISINGER & KOSS,
P.A.
Suite 265 South
4000 Hollywood Boulevard
Hollywood, FL 33021

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DOMESTIC FILING

NAME: HOME CARE INVESTORS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

RECEIVED
98 JUN 17 PM 1:11
THE SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

6/17/98

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
HOME CARE INVESTORS, INC.**

**ARTICLE I
NAME**

The name of this corporation shall be:

HOME CARE INVESTORS, INC.

**ARTICLE II
DURATION**

This corporation shall commence its existence upon the filing of these Articles and the duration of this corporation is perpetual.

**ARTICLE III
PURPOSE**

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

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

**ARTICLE V
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VI
PRINCIPAL OFFICE OF BUSINESS

The principal place of business of this corporation is: 5950 West Oakland Park Boulevard, Suite 209, Lauderhill, Florida 33313.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4000 Hollywood Boulevard, Suite 265-S, Hollywood, Florida 33021, and the name of the initial registered agent is Dennis J. Eisinger.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) Directors initially. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than three (3). The names and addresses of the Directors are:

Mark Gerstle
19495 Biscayne Boulevard
Suite 705
Aventura, Florida 33180

David Milner, M.D.
1100 N.W. 95th Avenue
Plantation, Florida 33322

Judy Roher
8100 S.W. 24th Street
Suite 106
North Lauderdale, Florida 33068

Jane B. Sumen
11 Ridge Boulevard
Ocean Ridge, Florida 33435

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles as Incorporator is Jane B. Sumen, 5950 West Oakland Park Boulevard, Suite 209, Lauderhill, Florida 33313.

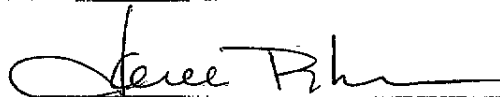
ARTICLE X
BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI
AMENDMENTS

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15 day of June, 1998.

A handwritten signature in cursive script, appearing to read "Jane B. Sumen", written over a horizontal line.

Jane B. Sumen, Sole Incorporator

ACCEPTANCE OF REGISTERED AGENT

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HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION
NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT
AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY
OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 16th DAY OF June, 1998.

By: 
Dennis J. Eisinger