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ATTORNEY AT LAW
1380 MIAMI GARDENS DRIVE SUITE 255
N. MIAMI BEACH FLORIDA 33179

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EFFECTIVE DATE
6-1-99

NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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99 MAY 17 AM 8:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. BROOK MAY 21 1999

Examiner's Initials

ARTICLES OF INCORPORATION

OF

HELLCATS, INC.

EFFECTIVE DATE

6-1-99

The undersigned incorporate into these Articles of Incorporation all of whom are duly licensed and competent to contract for home health care and all related services, hereby forms a Professional Association for profit pursuant to the provisions of the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I

Name

The name of this corporation is: **HELLCATS, INC.**

ARTICLE II

Existence

The corporation's existence shall commence on June 1, 1999.

ARTICLE III

Nature of Corporate Business and Powers

The general nature of the business to be transacted by this Corporation shall be:

A. To engage in every aspect and phase of the home health care industry and all related services authorized to render.

B. To invest and reinvest the funds of this corporation in real estate, mortgages, stocks, bonds of any other type of investments within the meaning of Chapter 621.08, Florida Statutes, and to acquire and own real and personal property necessary for the rendering of professional services.

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C. To do each and every thing necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or amendment thereof, necessary or incidental to the protection and benefit of this corporation; and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuits necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

D. To conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, as the same may be amended from time to time.

ARTICLE IV

Authorized Capital

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Five Thousand (5,000) shares of common stock having a par value of One (\$1.00) Dollar per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE V

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this

Corporation in the State of Florida shall be:

HOLLY COHEN
1380 Miami Gardens Drive, #255
N. Miami Beach, FL 33179

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VII

BOARD OF DIRECTORS

This Corporation shall have one (1) director(s) initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII

INITIAL DIRECTORS

The name of the initial directors of this Corporation and their street address is:

PRESIDENT/VICE PRESIDENT/SECRETARY: ALYN DARNAY

c/o Holly Cohen
1380 Miami Gardens Drive, Suite 255
N. Miami Beach, FL 33179

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX

PRINCIPAL OFFICE

The principal office of the corporation is as follows:

1380 Miami Gardens Drive, Suite 255
N. Miami Beach, FL 33179

ARTICLE IX

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

ALYN DARNAY
c/o Holly Cohen
1380 Miami Gardens Drive, Suite 255
N. Miami Beach, FL 33179

ARTICLE X

CONFLICT OF INTEREST

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 12 day of May, 1999.


ALYN DARNAY

***CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED***

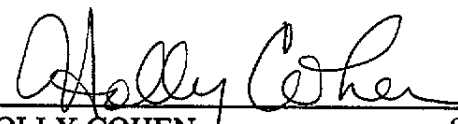
Pursuant to the provisions of Section 607.0501, Florida

Statutes, the following is submitted, in compliance with said Statutes:

That HELLCATS, INC. is desiring to organize under the laws of the State of Florida, with its registered office at: 1380 Miami Gardens Drive, Suite 255, N. Miami Beach, Florida, 33179, and has named Holly Cohen, located at 1380 Miami Gardens Drive, Suite 255, N. Miami Beach, Florida, 33179, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated Corporation, at the place designated in this certificate, 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 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.


HOLLY COHEN

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