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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850)922-4001

EFFECTIVE DATE

6-20-99

From:

Account Name : ACE INDUSTRIES, INC.
Account Number : 070744001530
Phone : (305)358-2571
Fax Number : (305)358-7832

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUN 21 PM 3:39

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FLORIDA PROFIT CORPORATION OR P.A.**SOFT TOUCH HOME HEALTH CARE, INC.**

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 01 |
| Estimated Charge | \$78.75 |

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SOFT TOUCH HOME HEALTH CARE, INC.**

WE, THE UNDERSIGNED, being of full age, do hereby associate ourselves together, and do hereby agree for ourselves, our associates and our assigns, to become a corporation for profit under the laws of the State of Florida, by and under the provisions and statutes of that State, providing for the formation, liability rights, privileges, benefits and obligations conferred and imposed by said law on corporations organized pursuant to the provisions hereof, and hereby make, subscribe and acknowledge and file these Articles of Incorporation as follows:

ARTICLE I

NAME OF CORPORATION: The name of this corporation shall be:

SOFT TOUCH HOME HEALTH CARE, INC.

ARTICLE II

COMMENCEMENT DATE: This corporation shall have a commencement date of June 20, 1999.

ARTICLE III

GENERAL NATURE OF BUSINESS: The general nature of the business to be transacted by this corporation shall be to carry on any business, occupation, undertaking or enterprise and to exercise any power of authority which may be done by a private corporation organized and existing under and by virtue of Chapter 607, Florida Statutes, 1986, and it is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, 1986.

ARTICLE IV

STOCK: The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares of common stock with a nominal or par value of one (\$1.00) Dollar per share.

Prepared by:
ace! Industries, Inc.
54 Northwest 11th St.
Miami, FL 33136
(305) 358-2571

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ARTICLE V

CORPORATION EXISTENCE: This corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI

ADDRESS OF CORPORATION: The address of the principal office of this corporation is 3309 Sunshine Drive, Callahan, Florida 32011.

ARTICLE VII

INITIAL REGISTERED AGENT: The name and address of the initial registered agent of this corporation is Donald W. Matthews, Esquire, 7952 Normandy Boulevard, Jacksonville, Florida 32221.

ARTICLE VIII

DIRECTORS: This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders, but shall never be less than two (2)

The name and address of the members of the first Board of Directors who shall hold office for the first year of existence of the corporation, or until their successors shall have been elected and qualified are:

| NAME | ADDRESS | OFFICE |
|--------------------|---|----------------|
| Katherine S. Dixon | 10345 Cisco Drive Jacksonville, FL 32219 | President |
| Carolyn J. Corbitt | 3309 Sunshine Drive Callahan, FL 32011 | Vice President |
| Katherine S. Dixon | 10345 Cisco Drive Jacksonville, FL 32219 | Treasurer |

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Carolyn J. Corbitt

3309 Sunshine Drive
Callahan, FL 32011

Secretary

ARTICLE IX

SUBSCRIBERS: The name and address of each subscriber to the Articles of Incorporation is as follows:

| <u>NAME</u> | <u>ADDRESS</u> | <u>SHARES</u> |
|--------------------|---|---------------|
| Katherine S. Dixon | 10345 Cisco Drive Jacksonville, FL 32219 | <u>250</u> |
| Carolyn J. Corbitt | 3309 Sunshine Drive Callahan, FL 32011 | <u>250</u> |

ARTICLE X

SELF-DEALING: No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a director or officer, or are directors or officers, of such other corporation, and any director or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation, or in which the corporation is interested, and no contract, act or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act or transaction, in or any way connected with such person or persons, firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any wise interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any

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subsidiary or controlled corporation.

ARTICLE XI

AMENDMENT: These Articles of Incorporation may be amended in any manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereupon, 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.

IN WITNESS WHEREOF, we, the subscribers, hereunto set our hands and seals this

15 day of June, 1999.

Katherine S. Dixon

KATHERINE S. DIXON

Carolyn J. Corbitt

CAROLYN J. CORBITT

STATE OF FLORIDA
COUNTY OF DUVAL

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 KATHERINE S. DIXON and CAROLYN J. CORBITT, to me known to be the persons described as the Subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to said Articles.

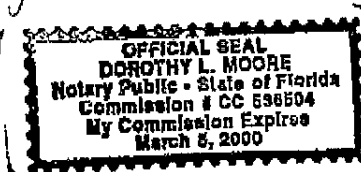
WITNESS my hand and official seal on this 15 day of June, 1999, at Jacksonville, Florida.

Dorothy L. Moore

NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:

FL Driver License produced
by both parties



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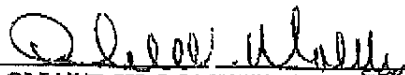
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That SOFT TOUCH HOME HEALTH CARE, INC., desiring to organize under the laws of the State of Florida, with its principal office being, 3724 Beach Boulevard, Jacksonville, Florida 32207, has named Donald W. Matthews, Esquire, 7952 Normandy Boulevard, Jacksonville, Florida 32221, as its agent to accept services of process within this state.

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby certify that I am a permanent resident of Duval County, Florida and hereby accept the designation as Resident Agent.


DONALD W. MATTHEWS, Esquire

Dated: June 15, 1996

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TALLAHASSEE, FLORIDA

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