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From: Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
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FLORIDA PROFIT CORPORATION OR P.A.

TERESITA HOME CARE, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

TERESITA HOME CARE, INC.

I, the undersigned, who am of legal age, do hereby decided myself of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE I - NAME

The name of this corporation shall be:

TERESITA HOME CARE, INC.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

- a) Any and all leagl business within the State of Florida and within the United States of America.
- b) To conduct all and every performances as care for aged persons, food for those and attention, according to law.
- c) To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of Real Properties, and any other properties, including franchises, Patents, Copy-Rights, and Licenses in the State of Florida and in all other States, Districts, territories, countries or colonies.
- d) To contract debts and borrow monies, issue and sell or pledge bonds, debentures, notes and other evidences of indebtednesss, and execute such mortgage, transfer or corporate indebtedness as required.
- e) To purchase the corporate assets of any other corporations and engage in the same or other character of business.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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PREPARED BY:  
JESUS VALDEZ  
ACCOUNTANT  
1300 S.W. 75th  
MIAMI, FL 33143  
PH: 305-226-8100

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f) To acquire by purchase, subscriptions of otherwise and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of shares of the Capital Stocks or any voting trust, Certificates in respect of the shares of Capital Stocks, warrants, rights, bonds, debentures, notes, and other securities, obligations, shares in auction and evidences of indebtedness or interest issued or created by any Corporation, joint stock companies, syndicates, associations, firms, trusts, or persons, public or private, or by the Government of the United States of America, or by any foreign government, or by any State, territory, province, municipality or other political subdivision or by any government agency, and as owner thereof, to possess and exercise all of the rights, powers and privileges of ownership, including the rights to execute consents and rights to vote person, and do any and all acts and things necessary or advisable for the preservation, protection, improvement, and enhancement in value thereof.

g) In general, to carry on any other business in connection with the foregoing, and to have and exercise all of the powers conferred by the Laws of the State of Florida upon Corporations formed under its laws, and to do any or all things hereinabove set forth to the same extent as natural persons might do or could do.

#### ARTICLE IV - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

#### ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED (100) shares of ONE DOLLAR (\$1.00) par value each common stock, which shall be designated "Common Shares".

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ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street and address of the initial registered office of this corporation is 4840 S. W. 89th Place in the city of Miami, County of Dade, Florida 33165 and the mailing address is same as above.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) director initially. The number of directors may be either increased or diminished from time to time by the BY-LAWS. The name and address of the initial directors of this corporation until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
TERESITA C. LEON Pres.-Sec.-Trea.	4840 S. W. 89TH PLACE MIAMI, FLORIDA 33165

ARTICLE IX - SUBSCRIBERS

The name and address of each subscriber of these Articles of Incorporation, the number of shares each agrees to take and the value of the consideration therefore are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
TERESITA C. LEON Stockholder	4840 SW 89TH PLACE MIAMI, FLORIDA 33165	100	\$ 100.00

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ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

The private property of the stockholders of this corporation shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members and/or this corporation.

No person shall be required to own, hold or control stock in this corporation as a condition precedent to holding an office in this corporation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 14th day of June, 1999.

  
TERESITA C. LEON  
Pres.-Sec.-Treas.  
INCORPORATOR

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STATE OF FLORIDA )  
 )  
COUNTY OF DADE )

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared TERESITA C. LEON, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, in the State and County aforesaid, this 14th day of the month of June, 1999.



"OFFICIAL SEAL"  
Jesus Valdes  
My Commission Expires 5/20/2000  
Commission #CC 556086

*[Handwritten Signature]*  
NOTARY PUBLIC  
State of Florida at Large

MY COMMISSION EXPIRES:

HAVING BEEN NAMED TO ACCEPT SERVICES OF PROCESS FOR TERESITA HOME CARE, INC., AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNED THIS 14TH DAY OF JUNE, 1999

*[Handwritten Signature]*  
TERESITA C. LEON  
RESIDENT-AGENT

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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