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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

c.m.s. home health agency, inc.

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$78.75

N. CULLIGAN AUG 20 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 17, 1999

EMPIRE

SUBJECT: C.M.S. HOME HEALTH AGENCY, INC.
REF: W99000019046

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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EMPIRE CORP

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ARTICLES OF INCORPORATION

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OF

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C.M.S. HOME HEALTH AGENCY, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, hereby makes, subscribes, acknowledges and adopts the following Articles of Incorporation for the purposes of forming a corporation under the laws of the State of Florida.

ARTICLE I. - NAME

The name of this corporation is C.M.S. HOME HEALTH AGENCY, INC.

ARTICLE II. - DURATION

This corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation by the Florida Department of the State.

ARTICLE III. - PURPOSE

This corporation is organized for the purpose of engaging in any activity or transacting any business permitted under the laws of the State of Florida and the laws of the United States of America.

ARTICLE IV. - CAPITAL STOCK

The aggregate number of shares which this Corporation is authorized to issue is one hundred (100) shares. Such shares shall be of a single class, and shall have a One and No/100 (\$1.00) Dollar par value.

Prepared by:
John Elias, Esquire
15225 N.W. 77th Avenue, #201
Miami Lakes, Florida 33014
(305) 558-4933
Florida Bar No: 650341

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ARTICLE V. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 15225 N.W. 77th Avenue, Suite #201, Miami, Florida 33014, and the name of the initial registered agent at that address is: John Elias, Esquire

The street address of the principal office of this corporation is: 7220 N.W. 36th Street, Suite #407, Miami, Florida 33166.

ARTICLE VI. - BOARD OF DIRECTORS

This corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the corporation's Bylaws. The name and address of the initial Board of Directors of this corporation is:

Martha Musino
9621 S.W. 62nd Court
Pine Crest, Florida 33156

ARTICLE VII. - INCORPORATORS

The name and address of the Incorporator to these Articles of Incorporation is: John Elias, Esquire, 15225 N.W. 77th Avenue, #201, Miami Lakes, FL 33014.

ARTICLE VIII. - INDEMNIFICATION

A. Indemnity. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suite or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, employee, officer or agent of the Association, against all expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, unless:

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(1) A court of competent jurisdiction finally determines, after all appeals have been exhausted or pursued by the proposed indemnitee, that he or she did not act in good faith or in a manner he or she reasonably believed to be in or the best interests of corporation, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe his or her conduct was unlawful; and

(2) Such court also determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. Expenses. To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section VIII A. above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against all expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith.

C. Advances. All expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an accounting from or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article VIII.

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D. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law agreement, vote of directors, shareholders or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefits of the heirs and personal representatives of such person.

E. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving, at the request of the corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

F. Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article VIII may not be amended without the approval in writing of all persons whose interests would be adversely affected by such amendment.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on 6/19, 1999.


John Elias, Incorporator

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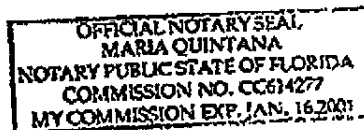
STATE OF FLORIDA :
: ss.
COUNTY OF MIAMI-DADE:

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BEFORE ME, personally appeared JOHN ELIAS, who is personally known to me or who has produced _____ as identification, and who, first being duly sworn on oath, acknowledged before me that he executed the foregoing Articles of Incorporation on behalf of the Corporation, for the purposes and in the capacities set forth therein.

WITNESS MY HAND AND OFFICIAL SEAL on August 19, 1999.

Maria Quintana
Notary Public, State of Florida at Large
Printed Name of Notary: Maria Quintana
Commission No.: _____
My Commission Expires: _____



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CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE

IN COMPLIANCE WITH SECTIONS 48.091 and 607.034, FLORIDA STATUTES.
as may be amended, the following is submitted:

That, C.M.S. HOME HEALTH AGENCY, INC., desiring to organize and qualify as a corporation under the laws of the State of Florida, with its principal office at 7220 N.W. 36th Street, Suite #407, Miami, Florida 33166 has named John Elias, Esquire, whose address is 15225 N.W. 77th Avenue, Suite #201, Miami, Florida 33014 as its Registered Agent to accept service of process within the State of Florida; and

That, having been named to accept service of process for the above stated corporation. at the place designated in this Certificate, John Elias, Esquire hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper performance his duties.

DATED: 8/19, 1999.


JOHN ELIAS
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA :
: ss.
COUNTY OF MIAMI-DADE:

BEFORE ME, personally appeared JOHN ELIAS, who is personally known to me or who has produced _____ as identification, and who first, being duly sworn on oath acknowledged before me that she executed the foregoing Certificate Designation Registered Agent and Office, and he acknowledged before me that he executed same on behalf of the Corporation, for the purposes and in the capacities set forth therein.

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