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WALLACE, BAUMAN, LEGON, FODIMAN & SHANNON, P.A.

99 DEC -2 AM 9: 51

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BRYAN W. BAUMAN  
TODD A. FODIMAN  
DAVID M. KNASEL  
TODD R. LEGON  
JANET B. SALZMAN  
MICHAEL G. SHANNON  
MILTON J. WALLACE

1200 BRICKELL AVENUE  
SUITE 1720  
MIAMI, FLORIDA 33131  
TELEPHONE (305) 444-9991  
FAX (305) 444-9937  
E-MAIL  
LAWFIRM@WALLACEBAUMAN.COM

November 18, 1999

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32314

000003043710--1  
-11/19/99--01062--016  
\*\*\*122.50 \*\*\*78.75

Re: Articles of Incorporation - *Homecare Nurse Management Services of Florida, Inc.*

Gentlemen:

Enclosed original and copy of Articles of Incorporation for the above referenced corporation to be filed with the Florida Secretary of State. Also enclosed is this firm's check made payable to the Department of State in the amount of \$122.50 representing the filing fee.

Kindly return a stamped copy of the Articles to me in the enclosed stamped envelope. If you have any questions, please do not hesitate to call me.

Sincerely,

WALLACE BAUMAN LEGON  
FODIMAN & SHANNON, P.A.

*Brigette Hernandez*  
Brigette Hernandez  
Legal Assistant

/bh

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D4 12/2/99 ✓



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

November 23, 1999

WALLACE, BAUMAN ET AL  
1200 BRICKELL AVE, SUITE 1720  
MIAMI, FL 33131

SUBJECT: CARE MANAGEMENT SERVICES OF FLORIDA, INC.  
Ref. Number: W99000026979

We have received your document for CARE MANAGEMENT SERVICES OF FLORIDA, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 899A00056091

LAW OFFICES

WALLACE, BAUMAN, LEGON, FODIMAN & SHANNON, P.A.

BRYAN W. BAUMAN  
TODD A. FODIMAN  
DAVID M. KNASEL  
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MIAMI, FLORIDA 33131  
TELEPHONE (305) 444-9991  
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LAWFIRM@WALLACEBAUMAN.COM

November 30, 1999

**FEDERAL EXPRESS**

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32314

Attention: Pamela Hall, Document Specialist

Re: Articles of Incorporation - Homecare Nurse Management Services  
of Florida, Inc.

Dear Ms. Hall:

Enclosed is original and one copy of the Articles of Incorporation for the above referenced corporation. These documents take the place of the previous articles for Care Management Services of Florida, Inc. which were returned by you on November 23<sup>rd</sup> because the name was not available. Please refer to the enclosed copy of your letter dated November 23, 1999.

Kindly file the enclosed articles and forward a stamped copy to me in the enclosed self addressed stamped envelope.

If you have any questions, please call me.

Very truly yours,

  
Brigitte Hernandez  
Legal Assistant

/bh  
Enclosures

**ARTICLES OF INCORPORATION  
OF  
HOMECARE NURSE MANAGEMENT SERVICES OF FLORIDA, INC.**

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned does hereby execute, acknowledge and file the following Articles of  
Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be:

**HOMECARE NURSE MANAGEMENT SERVICES OF FLORIDA, INC.**

**ARTICLE II**

This corporation shall commence its perpetual existence on the date these Articles are  
filed with the Secretary of State.

**ARTICLE III**

The general purpose for which this corporation is organized is to transact any or all  
lawful business permitted under the laws of the State of Florida.

**ARTICLE IV**

The aggregate number of shares which the corporation shall have authority to issue  
shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value</u>	<u>Class of Stock</u>
10,000	\$1.00	COMMON

**ARTICLE V**

The street address of the initial registered office of this corporation and its initial  
registered agent, as well as the mailing address of the corporation, are as follows:

BRYAN W. BAUMAN  
1200 Brickell Avenue, Suite 1720  
Miami, Florida 33131

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## **ARTICLE VI**

The name and address of the first director of this corporation is:

GARY JACOBS  
3050 Universal Blvd., Suite 150  
Weston, FL 33331

## **ARTICLE VII**

The name and address of the Incorporator is:

Bryan W. Bauman, Esquire  
1200 Brickell Avenue, Suite 1720  
Miami, Florida 33131

## **ARTICLE VIII**

By duly adopted action by the Board of Directors, this corporation may indemnify and/or insure any and all of its directors or officers or former directors or officers, or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock, or of which it is a creditor, to the extent permitted by law, now existing or hereinafter enacted, including without limitation, the expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties or a party by reason of being or having been directors or officers, or a director or officer of this corporation, or of such other corporation, except in relation to matters as to which any such director or officer, or former director or officer or person, shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the By-Laws, agreements, votes of stockholders or directors, Chapter 607, Florida Statutes, or otherwise.

## ARTICLE IX

No contract or other transaction between this 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 this 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 such contract or transaction of this corporation or in which this corporation is interested. No contract, act or transaction of this corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of this corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation. Each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of this corporation may vote upon any contract or other transaction between this corporation and any subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of the above named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this 30 day of November, 1999.

  
\_\_\_\_\_(SEAL)  
BRYAN W. BAUMAN

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

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in Compliance  
with said Act:

**HEMOCARE NURSE MANAGEMENT SERVICES OF FLORIDA, INC.**

desiring to organize under the laws of the State of Florida with its principal office, as indicated in  
the Articles of Incorporation, at 3050 Universal Blvd., Suite 150, Weston, FL 33331, has named  
Bryan W. Bauman as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at  
the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply  
with the provisions of said Act relative to keeping said office open.

  
\_\_\_\_\_  
BRYAN W. BAUMAN, Registered Agent (SEAL)