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Gabrielle Bernard, MD
3135 NE 184th St.
Suite 2203
Aventura, FL 33160

February 15, 2001

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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

CORPORATE FILINGS:
Physician Advocates for Care of Elders, Inc.

I enclose an original and 2 copies of the proposed Articles of Incorporation of:
Physician Advocates for Care of Elders, Inc.

Please file the Articles of Incorporation and return a Certified Copy and Certificate to me
at the below address.

A money order in the amount of \$87.50, made payable to your office, for total filing and
processing fees is enclosed.

Sincerely,



Gabrielle Bernard, MD
Incorporator

Address: Gabrielle Bernard, MD
3135 NE 184th St.
Suite 2203
Aventura, FL 33160
(305) 933-7067

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

509
W01-3965

Handwritten initials and date: 2/20

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PHYSICIAN ADVOCATES FOR CARE OF ELDER, INC.
In Compliance with Chapter 617, F.S., (Not for Profit)

The undersigned incorporator, in order to form a non-profit corporation under the laws of the state of Florida, adopt the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be:

PHYSICIAN ADVOCATES FOR CARE OF ELDER, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3135 NE 184th St.
Suite 2203
Aventura, Florida 33160

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

To promote and protect the interests of Elders through charitable programs, educational programs and any and all other appropriate means, lawful acts or activities for which corporations may be organized under Chapter 617, Florida Statutes.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV MANNER IN WHICH DIRECTORS ELECTED/APPOINTED

As stated in the Bylaws of this corporation.

ARTICLE V INITIAL DIRECTORS/OFFICERS

The names and addresses of the initial directors are:

Gabrielle Bernard, M.D.
3135 NE 184th St.
Suite 2203
Aventura, FL 33160

Joel Stern, M.D.
16445 Collins Ave.
Suite 2428
Sunny Isles Beach, FL 33160

Cary Lubetsky, Esq.
2601 South Bayshore Dr.
Suite 600
Miami, FL 33133

The names and addresses of the initial officers are:

President: Gabrielle Bernard, M.D.
3135 NE 184th St.
Suite 2203
Aventura, FL 33160

Vice President: Joel Stern, M.D.
16445 Collins Ave.
Suite 2428
Sunny Isles Beach, FL 33160

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

Gabrielle Bernard, M.D.
3135 NE 184th St.
Suite 2203
Aventura, FL 33160

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Gabrielle Bernard, M.D.
3135 NE 184th St.
Suite 2203
Aventura, FL 33160

ARTICLE VIII DURATION OF CORPORATION

The period of duration of this corporation is perpetual.

ARTICLE IX ADDITIONAL PROVISIONS

Any additional provisions for the operations of the corporation are as follows:

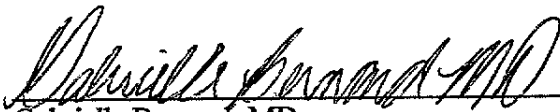
No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempt to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

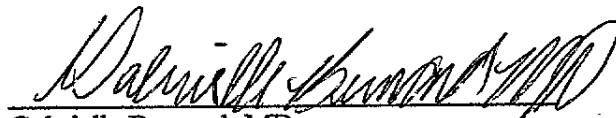
Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, of the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Gabrielle Bernard, MD
Registered Agent

2/15/01
Date


Gabrielle Bernard, MD
Incorporator

2/15/01
Date

FILED
01 FEB 19 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA