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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

prime nursing home health care, inc.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

OF

PRIME NURSING HOME HEALTH CARE, INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and filed 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 the corporation is Prime Nursing Home Health Care, Inc.

ARTICLE II

The initial principal offices of this corporation shall be 11711 SW 10th Street, Davie, FL 33325 with the privilege of having its office, or any branches, located elsewhere in the State Of Florida's boundaries.

ARTICLE III

The capital stock authorized, the par thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u>	<u>Par Value/Share</u>	<u>Class</u>
10,000	\$1.00	Common

All of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash; at just valuation to be fixed by the Board of Directors of the Corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to the law.

Prepared By: Jerry A. Goldstein, CPA
215 SE 8th Street
Hollandale, FL 33009
(954) 458-1975

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ARTICLE V

This corporation may and shall engage in lawful activities in the State of Florida.

ARTICLE VI

The corporation shall have at least one Director, with the exact number to be specified by the stockholders from time to time, unless the stockholders elect by majority vote to determine that the stockholders manage the corporation.

ARTICLE VII

The name and address of the first Director of the Corporation shall hold office for the first year or until a successor is duly elected and qualified.

<u>NAME</u>	<u>TITLE</u>
Candice DiBiano 11711 SW 10th Street Davie, FL 33325	President
Linda Lee 8775 Cleary Blvd Plantation, FL 33324	Vice President
Linda Lee 8775 Cleary Blvd Plantation, FL 33324	Secretary/Treasurer

ARTICLE VIII

The name and street address of the Incorporator to these articles of incorporation is:
Candice DiBiano
11711 SW 10th Street
Davie, FL 33325

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniary or otherwise interested in, or are directors or officers of, such other corporation. Any director, individually, or an firm of which any director may be a member, any be a party to, or may be pecuniary or otherwise interested in any Contract or transaction of this Corporation, provided that the fact that she/he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors of the Corporation shall authorize any such contract or transaction with like force and effort.

ARTICLE X

The private property of the stockholders shall NOT be subject to payment of the corporate debtors under any circumstances. The corporation shall have first lien on the shares of the stockholders' shares and upon the dividends due them for any indebtedness of such stockholders to the corporation. All rights to setoff exist in favor of the Corporation.

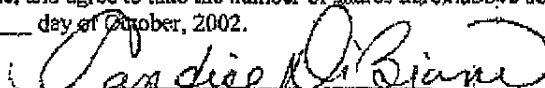
ARTICLE XI

The corporation shall INDEMNIFY and insure its Officers and Directors to the fullest extent permitted under law either now or hereafter.

ARTICLE XII

No transfer or issuance of stock of this corporation shall be to anyone other an individual duly allowed by the Board of Directors. No alienation of the shares shall be to anyone but another individual eligible to be a shareholder of such corporation. If the shares become garnished or executed upon by anyone, the other stockholders hold the right to purchase the shares for the sum of \$1.00 plus their bid credit created by the security interest.

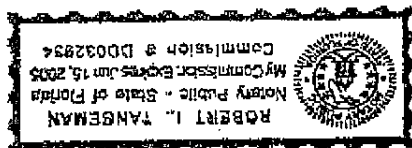
IN WITNESS WHEREOF, the undersigned as the original Subscriber to the Capital Stock hereinbefore named, for the purpose of forming a corporation under Florida law and transacting business within and without the State of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and agree to take the number of shares hereinabove set forth, and hereunto set my Hand and Seal this ____ day of October, 2002.


Candice DiBiano, President

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Candice DiBiano; to me know to be a person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that she executed the same for the purpose therein expressed.

3 WITNESS MY HAND AND OFFICIAL SEAL in the State of Florida, County of Broward this ____ day of October 2002.




NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

SEAL:

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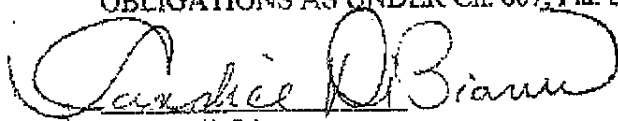
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA NAMING AGENT WHOM SERVICE MAY BE SERVED

In compliance with the Florida Statutes, the following is submitted: Designation of
Registered Agent and naming same to accept service of process within the State of
Florida for Prime Nursing Home Health Care, Inc.

NAME: Candice DiBiano

ADDRESS: 11711 SW 10th Street
Davie, FL 33325

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 I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE
TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES AND
OBLIGATIONS AS UNDER Ch. 607, Fla. Stat.



Candice DiBiano

Candice DiBiano

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TALLAHASSEE, FLORIDA

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