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(Requestor's Name)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

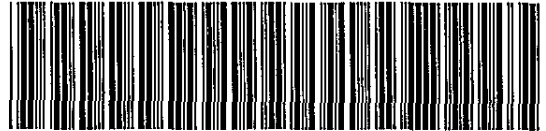
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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TRANSMITTAL LETTER

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2002 OCT 29 AM 9:40

STATE
TALLAHASSEE FLORIDA

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

SUBJECT: RAINBOW COMMUNITY CARE INC
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: GARY S. DANIEL
Name (Printed or typed)

708 KINGSWOOD LP
Address

BRANDON, FL 33511
City, State & Zip

(813) 610-0400
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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2002 OCT 29 AM 9:40

CLERK OF DISTRICT COURT
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
RAINBOW COMMUNITY CARE, INC.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I

NAME OF THE CORPORATION AND PURPOSE

The name of the Corporation shall be:

RAINBOW COMMUNITY CARE, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is: *708 Kingswood Lp. Brandon, Florida 33511-7012.*

ARTICLE III

AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock, par value \$0.01 per share.

ARTICLE IV

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is, 708 Kingswood LP, Brandon Florida 33511-7012 and **Gary S. Daniel** is the initial Registered Agent.

ARTICLE V

MANAGEMENT

Section 1. The affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall consist of not less than three (3) and not more than seven (7) persons. Directors shall be elected or remove in accordance with the procedure provided in the Bylaws.

Section 2. The Officers of the Corporation shall be a President / General Manager, one or more Vice- President / Administrators /Directors, a Treasurer, an Assistant Treasurer, a Secretary and an Assistant Secretary. These Officers shall be elected and shall hold office in the manner provided in the Bylaws of the Corporation.

ARTICLE VI

INITIAL OFFICERS AND DIRECTORS

The names and residence addresses of the Officers and Directors who are to manage all the affairs of the Corporation until the first annual meeting are:

NAMES	TITLE
Gary S. Daniel 708 Kingswood LP Brandon, FL 33511-7012	<i>President</i>
Michelle Daniel 708 Kingswood LP Brandon, FL 33511-7012	<i>Secretary</i>
Carol Josephs 2504 Culbreath Cove Ct. Valrico, Fl 33594	<i>Vice-President</i>

ARTICLE VIII

BYLAWS AND AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Bylaws of the Corporation shall be made, altered or rescinded by a majority vote of the voting membership present or voting by proxy at any regular meeting, or by a majority vote of the Board Directors; provided that notice thereof, which shall include the text of the Bylaws change has been furnished in writing to each voting member of the Corporation at least ten days prior to the meeting at which such alteration to the Bylaws is to be voted upon, whether it be a membership meeting or a Board of Directors meeting.

The Articles of Incorporation of this Corporation shall be amended or additional provisions added or adopted by a two thirds vote of the members of the Board of Directors present or voting by proxy at any meeting thereof, provided that notice thereof, which shall include the text of the change to the Articles of Incorporation has been furnished in writing to each voting member of the Corporation at least ten days prior to the meeting at which such Articles of Incorporation change is to voted upon, followed by

the compliance with the Florida Statutes regarding amendments to the Articles of Incorporation of for Profit Corporations.

ARTICLE VIV

GENERAL

All income and assets of the Corporation, above necessary expenses, shall be administered solely and exclusively for the Corporation purposes selected by the Board of Directors.

This Corporation shall have a capital stock of 10,000 shares. These shares are distributed as follow:

Michelle Daniel	40 %
Carol Josephs	40 %
Gary S. Daniel	10 %

In addition, the remaining 10% of the shares shall be, at the discretion of the Board of Directors available for the upper managerial senior officers who have spent five years with the Corporation. These officers will relinquish the assigned percentage of shares by signing the certificates upon termination of their duties with the Corporation to the Board of Directors.

The Board of Directors cannot assign to an officer no more than 4 % and no less than 1 % of the allocated remaining shares of 10 %.

ARTICLE X

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Gary S. Daniel
708 Kingswood LP
Brandon, FL 33511-7012

IN WITNESS WHEREOF, we have hereunto subscribed our hands and seals
this 26th day of October, 2002


Gary S. Daniel
Incorporator

THE UNDERSIGNED, named as the registered agent in **Article IV** of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the *Florida Business Corporation Act*, including specifically **Section 607.0505**.

Gary S. Daniel
Gary S. Daniel

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared **Michelle DANIEL, Carol JOSEPHS, Gary S. DANIEL** to me well known to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed such Articles of Incorporation for the purposes therein expressed.

Michelle Daniel Date 10/26/02 *Carol Josephs* Date 10/26/02
Michelle DANIEL Carol JOSEPHS

Gary S. Daniel Date 10/26/02
Gary S. DANIEL

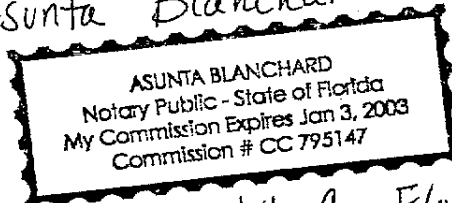
NOTARY PUBLIC
STATE OF FLORIDA

2002 OCT 29 AM 9:40

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WITNESS my hand and official seal in the aforesaid County and State,
This 26 day of October 2002.

Asunta Blanchard
Asunta Blanchard



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Hills. Co. Florida