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December 30, 1994

Corporate Records Bureau
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32301

4171 1111 20431 1241
-01.003.45--01131--1801
*****70.00 *****70.00

Re: Personal Care Managers of America, Inc.

Dear Sirs:

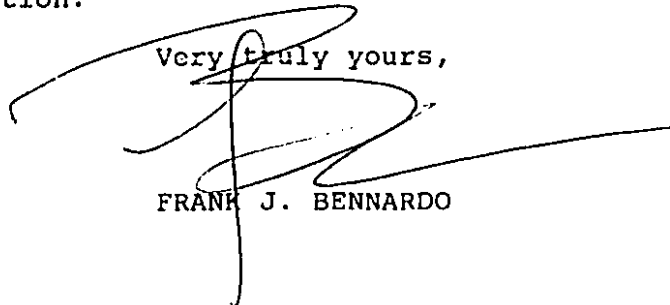
Enclosed herewith please find an original and copy of the Articles of Incorporation for the above-named corporation. Also enclosed is my check payable to the Florida Secretary of State in the sum of \$70.00.

Please file these Articles and return a "filed" copy to this office in the envelope provided.

Would you kindly call this office collect to advise when a charter number has been assigned.

Thank you for your cooperation.

Very truly yours,



FRANK J. BENNARDO

FJB:mk

Enclosures

FILED
95 JAN -3 PM 12:43
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PERSONAL CARE MANAGERS OF AMERICA, INC.

FILED
95 JUN -3 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is PERSONAL CARE MANAGERS OF AMERICA, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized in order to engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Thousand (1,000) shares, One Dollar (\$1.00) par value.

ARTICLE V - REGISTERED AGENT AND OFFICE

The registered agent for the corporation is JOHN B. BODEN, and the registered office is located at 2200 North Federal Highway, Suite 202, Boca Raton, FL., 33431. By execution of these Articles, the Registered Agent acknowledges acceptance of this designation.

ARTICLE VI - DIRECTORS

The corporation shall have one (2) directors initially, whose names and street addresses are as follows:

<u>Name</u>	<u>Address</u>
Patricia B. Boden	460 N.E. 46th Street Boca Raton, Florida 33431
John B. Boden	460 N.E. 46th Street Boca Raton, Florida 33431

ARTICLE VII - SUBSCRIBER

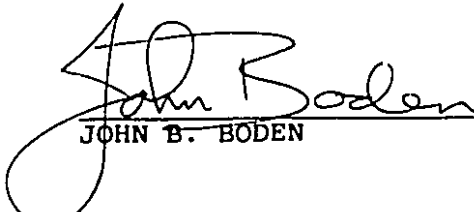
The name and address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
John B. Boden	460 N.E. 46th Street Boca Raton, FL. 33431

ARTICLE VIII - PRINCIPAL OFFICE

The principal office of the corporation in the State of Florida is located at 2200 North Federal Highway, Suite 202, Boca Raton, Florida 33431.

IN WITNESS WHEREOF, the undersigned subscriber has executed the foregoing Articles of Incorporation this 21 day of December, 1994.

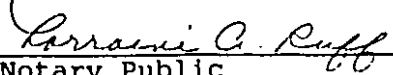


 JOHN B. BODEN

STATE OF FLORIDA)
 : ss
COUNTY OF PALM BEACH)

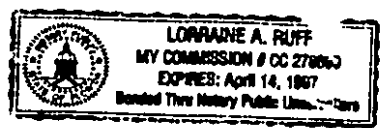
Before me personally appeared JOHN B. BODEN, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed and that he is personally known to me or has produced a driver's license as identification and did (did not) take an oath.

Witness my hand and official seal in the County and State named above this 21 day of December, 1994.



 Notary Public

My Commission expires:



FILED
 02 JAN - 3 PM 12:43
 TALLAHASSEE, FLORIDA