

P96000079551

9-21-96

VALIDATION ONLY

Requester's Name

Address

City

State

ZIP

Phone

PRR

100001956221  
-09/25/96--01030--020  
\*\*\*122.50 \*\*\*122.50

CORPORATION(S) NAME

Advanced Health Care Facilities  
Management, Inc.

FILED  
96 SEP 25 PM 12:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

RECEIVED  
9 SEP 15 AM 10:40

Empire Toll Free: 1-800-432-3028

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Amendment
- Disolution
- Annual Report
- Reservation
- Photo Copies
- Call If Problem
- Pick Up
- Merger
- Mark
- Other
- Change of Registered Agent
- Certificate Under Seal
- After 4:30
- Mail Out

DIY MAILING CORPORATION

NR R96-3901

CERTIFIED COPY

|                |
|----------------|
| Name           |
| Availability   |
| Document       |
| Examiner       |
| Updater        |
| Verifier       |
| Acknowledgment |
| W.P. Verifier  |

AB a/15

ARTICLES OF INCORPORATION  
OF  
ADVANCED HEALTH CARE FACILITIES MANAGEMENT, INC.

FILED  
96 SEP 25 PM 12:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned person, Sidney Rosenblatt, hereby associates himself for the purpose of becoming incorporated under the laws of the State of Florida as follows:

**ARTICLE I**

**NAME**

The name of this corporation is Advanced Health Care Facilities Management, Inc.

**ARTICLE II**

**PRINCIPAL OFFICE OR MAILING ADDRESS**

The principal office or mailing address of this corporation is 6370 Angus Rd., Lake Worth, FL 33467.

**ARTICLE III**

**CAPITAL STOCK**

The amount of capital stock of this corporation shall be divided into one thousand (1,000) shares of common stock of One Dollar (\$1.00) par value. Five Hundred Dollars (\$500.00) or more of such capital stock shall be paid into the treasury of this corporation before this corporation begins business.

**ARTICLE IV**

**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he already holds,

shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE V

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Shalloway & Shalloway, P.A., The Forum - Middle Tower, Penthouse Suite 1003, 1665 Palm Beach Lakes Blvd., West Palm Beach, FL 33401, and the name of the initial registered agent of this corporation at that address is G. Mark Shalloway, Esq.

#### ARTICLE VI

##### THE INCORPORATORS AND INITIAL BOARD OF DIRECTORS

The name(s) and address(es) of incorporators and the initial director(s) of this corporation are Sidney Rosenblatt, President, 6370 Angus Rd. Lake Worth, FL 33467, Carino Sposito, Secretary/Treasurer, 3215 S. Ocean Blvd., Highland Beach, FL 33437. This corporation shall have two director(s) initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

#### ARTICLE VII

##### PURPOSE

This corporation is organized to transact any or all lawful business, and to do all of the things in transacting any or all lawful business as fully and to the same extent as natural

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persons might or could do.

#### **ARTICLE VIII**

##### **BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

#### **ARTICLE IX**

##### **RIGHT OF SHAREHOLDERS TO DISSENT**

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on those corporate actions, the shares of this corporation were registered on a national securities exchanges or held of record by not less than Two Thousand (2,000) shareholders.

#### **ARTICLE X**

##### **AMENDMENT**

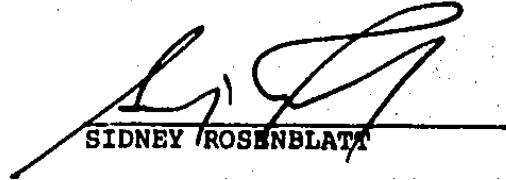
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or in any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI

DURATION

This corporation shall exist perpetually.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 16 day of September, 1996.

  
SIDNEY ROSENBLATT

STATE OF FLORIDA

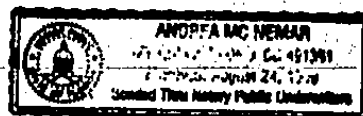
COUNTY OF PALM BEACH

BEFORE ME, the undersigned Notary Public, personally appeared SIDNEY ROSENBLATT, to me known to be the individual described in and who executed the above Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 16 day of September, 1996.

  
NOTARY PUBLIC - State of Florida  
at Large

My Commission Expires: 8/24/99



**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

FILED  
96 SEP 25 PM 12:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/agent, in the state of Florida.

1.. The name of the corporation is:

ADVANCED HEALTH CARE FACILITIES MANAGEMENT, INC.

2. the name and address of the registered agent and office is:

G. MARK SHALLOWAY, ESQ.  
SHALLOWAY & SHALLOWAY, P.A.  
The Forum - Middle Tower  
Penthouse Suite 1003  
1665 Palm Beach Lakes Blvd.  
West Palm Beach, FL 33401

SIGNATURE

TITLE

DATE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE

REGISTERED AGENT FILING FEE: \$35.00

# P96000079551

Requestor's Name \_\_\_\_\_

Address \_\_\_\_\_

City/State/Zip \_\_\_\_\_ Phone # \_\_\_\_\_

Office Use Only

### CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in       Pick up time \_\_\_\_\_       Certified Copy
- Mail out       Will wait       Photocopy       Certificate of Status

FILED  
 97 JUN 16 AM 8:50  
 SECRETARY OF STATE  
 TALAHASSEE, FLORIDA

| NEW FILINGS              |                   |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit            |
| <input type="checkbox"/> | NonProfit         |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication     |
| <input type="checkbox"/> | Other             |

| AMENDMENTS                          |  |
|-------------------------------------|--|
| <input type="checkbox"/>            | Amendment                              |
| <input type="checkbox"/>            | Resignation of R.A., Officer/ Director |
| <input checked="" type="checkbox"/> | Change of Registered Agent             |
| <input type="checkbox"/>            | Dissolution/Withdrawal                 |
| <input type="checkbox"/>            | Merger                                 |

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 -06/16/97--01024--010  
 \*\*\*\*\*35.00 \*\*\*\*\*35.00

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION |                     |
|-----------------------------|---------------------|
| <input type="checkbox"/>    | Foreign             |
| <input type="checkbox"/>    | Limited Partnership |
| <input type="checkbox"/>    | Reinstatement       |
| <input type="checkbox"/>    | Trademark           |
| <input type="checkbox"/>    | Other               |

*R.A. Change*

*6-20-97*

|                     |            |
|---------------------|------------|
| Examiner's Initials | <i>LPT</i> |
|---------------------|------------|

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Advanced Health Care Facilities, Inc. Management, Inc.

1b. The mailing address of the corporation is: 6370 Angus Road Lake Worth, FL 33467

1c. Date of incorporation: 9/25/96 Document number: P96000079551

2. The name and address of the current registered agent and office:

G. MARK SHALLOWAY SHALLOWAY & SHALLOWAY, P.A. THE FORUM-MIDDLE TOWER PENTHOUSE SUITE 1000 1666 PALM BEACH LAKES BLVD. WEST PALM BEACH, FL 33411-3208 (561) 836-6300 (S)

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3. The name and address of the new registered agent and office:(P.O. Box Not Acceptable)

Sidney Rosenblatt 6370 Angus Road Lake Worth, FL 33467

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer authorized by the board.

(Signature of an officer, chairman or vice chairman of the board) Sidney Rosenblatt, President (Printed or typed name and title)

6/4/97 (Date)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

(Signature of Registered Agent)

6/4/97 (Date)