

097000043590



ACCOUNT NO. : 072100000032

REFERENCE : 394832 82767A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 16, 1997

ORDER TIME : 10:43 AM

ORDER NO. : 394832-005

CUSTOMER NO: 82767A

CUSTOMER: Ms. Fredda Fierro
PAUL M. BLOOMGARDEN, PA

Suite 100a
8551 W. Sunrise Boulevard
Ft. Lauderdale, FL 33322

RECEIVED
MAY 16 1997

DOMESTIC FILING

NAME: TENDER CARE SERVICES, INC.

EFFECTIVE DATE:

300002181393--3

-05/16/97--01053--013

****122.50 ****122.50

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

5/16/97

RECEIVED
MAY 16 AM 11:34

LAW OFFICES
PAUL M. BLOOMGARDEN, P. A.
SUITE 100A
8551 WEST SUNRISE BOULEVARD
FORT LAUDERDALE, FLORIDA 33322

PAUL M. BLOOMGARDEN
ALSO MEMBER NEW YORK BAR
SETH KIMMEL

(954) 370-2222
FAX (954) 370-2211

May 14, 1997

Secretary of State
Corporate Division
P.O. Box 6327
The Capitol
Tallahassee, Florida 32314

Re: Tender Care Services, Inc.

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following:

Filing fee	\$ 35.00
Certified copy	\$ 52.50
Registered agent fee	<u>\$ 35.00</u>
Total	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very truly yours,



Fredda Fierro, Secretary to
Paul M. Bloomgarden

PMB:ff

Enc.

cc: Ms. Gainza

FILED
SECRETARIS

ARTICLES OF INCORPORATION
OF
TENDER CARE SERVICES, INC.

FILED
SECRETARY OF STATE
CORPORATIONS
CORPORATION

ARTICLE I - NAME

The name of this Corporation is TENDER CARE SERVICES, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing upon filing of these Articles.

ARTICLE III - PURPOSE

This Corporation is organized for the following purposes:

A. To care for and assist in the maintenance and supervision of individuals in need of such services, by providing homemaking, companion, custodial and other related services.

B. To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which this Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of One (\$1.00) Dollar par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Pine Island Commons, Suite 100A, 8551 West Sunrise Boulevard, Fort Lauderdale, Florida 33322 and the name of the initial registered agent of this corporation at that address is Paul M. Bloomgarden.

ARTICLE VII - INITIAL MAILING ADDRESS

The initial mailing address of this corporation is:

16703 S. W. 5 Court
Weston, Florida 33326

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

Gytelle Gainza
16703 S. W. 5 Court
Weston, Florida 33326

Raymond Gainza
16703 S. W. 5 Court
Weston, Florida 33326

ARTICLE IX - INCORPORATOR

The name and address of the incorporator signing these Articles is:

Gytelle Gainza
16703 S. W. 5 Court
Weston, Florida 33326


ARTICLE X - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

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

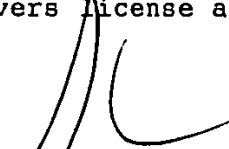
IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation this 13th day of May, 1997.



GYTELLE GAINZA, Incorporator

STATE OF FLORIDA)
 SS
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 13th day of May, 1997 by GUYTELLE GAINZA who is personally known to me or who has produced her Florida drivers license as identification and who did take an oath.



Notary Public



DESIGNATION OF REGISTERED AGENT
FOR
TENDER CARE SERVICES, INC.

FILED
MAY 13 1997
CORP. DIVISION

In compliance with Section 48.091, Florida Statutes, TENDER CARE SERVICES, INC. desiring to organize and qualify under the laws of the State of Florida, hereby names Paul M. Bloomgarden located at Pine Island Commons, Suite 100A, 8551 W. Sunrise Boulevard, Ft. Lauderdale, Florida 33322 as its agent to accept service of process within Florida.

DATED: May 13, 1997


GUSTELLE GAINZA, Incorporator

ACCEPTANCE

Having been named to accept service of process for the above named 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 proper and complete performance of my duties.

DATED: May 13, 1997


PAUL M. BLOOMGARDEN, Registered Agent