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LAZARUS CORPORATE FILING SERVICE, INC.
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(Address)

MIAMI, FLORIDA (305)552-5973
(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

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

1. QUALITY THERAPY CARE, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____ 900002482619
(Corporation Name) (Document #) -04/08/98--01051--021

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- Certificate of Status

NEW FILINGS	
<input checked="" 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 type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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

RECEIVED
98 APR -8 AM 11:35
DIVISION OF CORPORATION

K. Rohe APR 8 1998

Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

QUALITY THERAPY CARE, INC.

THE UNDERSIGNED INCORPORATOR (S), FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPT (S) THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE:

QUALITY THERAPY CARE, INC.

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all of the things lawful under the laws of the State of Florida, and any other State, Municipality and/or Territories of the United States of America, as fully and to the same extent as natural persons might do.

- A. To buy, sell, market, distribute items of every type and nature, including but not limited to any marketable product or item whether produced by the corporation or by others.
- B. To lend money and negotiate loans, and generally to carry on, conduct, promote, operate and undertake any business transaction or operation commonly carried on, conducted, promoted, operated or undertaken by individuals, business entities, capitalists, financiers, manufacturers, agents, builders, brokers, dealers and others; to lend and advance money or give credit to such persons or firms and on such terms as may seem expedient, to export and import to and from foreign countries, its agencies, business entities and individuals, etc. and to engage in any and all other lawful acts in accordance with all applicable laws and regulations.

- C. To purchase, take and lease, or in exchange, hire or otherwise acquire any real or personal property, rights or privileges suitable or conveniently for any of the purposes of this business, and to purchase, acquire any real or personal property, rights or privileges suitable or convenient for any of the purposes of this business, and to purchase, acquire, erect and construct, make improvements of buildings or machinery, stores or works, insofar as the same may be appurtenant to or useful for the conduct of the business as above specified.
- D. To borrow or raise money for any purpose of the company and to secure the same and interest thereon or for any other purpose, to mortgage all or any part of the property corporal or incorporeal rights or franchise of the company now owned or hereafter acquired, and to create, issue, draw and accept negotiable instruments, mortgages, bills of exchange, promissory notes or other evidences of obligation.
- E. The corporation may engage in any activity or business permitted under the laws of the United States of America and/or any foreign country where it may operate from time to time.

ARTICLE III

The maximum number of shares of stock of this corporation shall be **TEN THOUSAND** shares of Common Stock having a par value of **ONE DOLLAR (\$1.00)** each and to fully be paid and non-assesable, all of which shall become common stock, and the same shall be issued and sold for such consideration as may be fixed by the Board of Directors, and such shares of stock shall be issued, sold or transferred in accordance with the By-Laws of the corporation.

ARTICLE IV

The amount of Capital with which the corporation shall begin business shall be **TEN THOUSAND DOLLARS (\$10,000.00)**.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The principal office and resident address of this corporation shall be:

**2415 SW 64th AVENUE
MIAMI, FL 33155**

ARTICLE VII

The resident agent of the corporation shall be:

**MARIANELA MARTINEZ
2415 SW 64th AVENUE
MIAMI, FL 33155**

The Board of Directors, in its discretion, may replace its resident agent at any time, with such replacement to be effective upon notice of such replacement being filed with the Secretary of State of Florida.

ARTICLE VIII

The business and affairs of the corporation shall be conducted by the Board of Directors of not less than one (1) nor more than five (5), in accordance with By-Laws to be adopted by the Board of Directors which are not in conflict with the provisions of these Articles of Incorporation.

ARTICLE IX

The names and addresses of the Officers and the first Board of Directors of this corporation who shall hold office for the first year of its existence, or until their successors are elected and qualified, are as follows:

MARIANELA MARTINEZ
2415 SW 64 Ave.
MIAMI, FL. 33155

DIRECTOR AND PRESIDENT

RAFAEL MARTINEZ
2415 SW 64 Ave.
MIAMI, FL. 33155

DIRECTOR, SECRETARY AND
TREASURER

ARTICLE X

The names and addresses of the subscribers to this Certificate of Incorporation, and the number of shares each agrees to take, and the consideration therefore, the proceeds of which will amount to at least **TEN THOUSAND DOLLARS (\$10,000.00)** are as follows:

NAME AND ADDRESSES
MARIANELA MARTINEZ
2415 SW 64th Ave.
MIAMI, FL. 33155

SHARES
10,000

CONSIDERATION
\$ 10,000.00

In WITNESS WHEREOF, the undersigned subscribe to this Certificate of Incorporation at the City of Miami, Florida, this _____ day of _____ A.D. 1998 for the uses and purposes aforesaid.

Mariana Martinez
NAME: **MARIANELA MARTINEZ**

Rafael Martinez
NAME: **RAFAEL MARTINEZ**

I, the undersigned, herein accept the appointment as Registered Agent.

Mariana Martinez
NAME : **MARIANELA MARTINEZ**
ADDRESS: **2415 SW 64th AVE**
MIAMI, FL 33155

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

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

1. The name of the corporation is:

QUALITY THERAPY CARE, INC.

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

MARIANELA MARTINEZ
2415 SW 64 Ave.
MIAMI, FL. 33155

SIGNATURE: Marianela Martinez

MARIANELA MARTINEZ

TITLE: **PRESIDENT**

DATE: 4/7/98

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 Marianela Martinez

MARIANELA MARTINEZ

DATE 4/7/98.

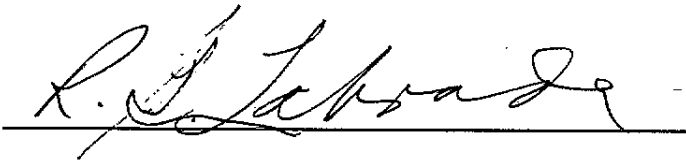
REGISTERED AGENT FILING FEE: \$35.00

STATE OF FLORIDA)

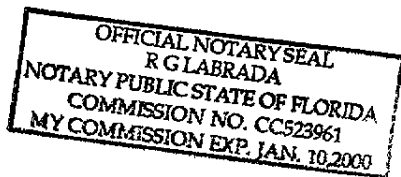
COUNTY OF DADE)

BEFORE ME, the undersigned authority, in and for said county and state, personally appeared to me as the subscriber(s) and person(s) who is/are described in and who executed the foregoing Certificate of incorporation, who acknowledged before me that he/they did subscribe thereto freely and voluntarily and did so for the uses and purposes therein mentioned.

In **WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal this 7th day of April A.D. 1998



**NOTARY PUBLIC
STATE OF FLORIDA AT LARGE**



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA