

P96000025885

DIVISION OF CORPORATION
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

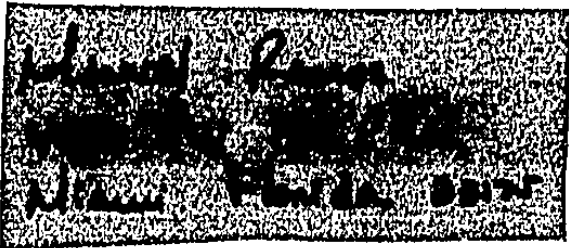
ENCLOSED ARE THE FORMS REQUESTED FOR FILING INCORPORATION.

ENCLOSED IS THE AMOUNT OF \$120.00, PLEASE SUMMIT INCORPORATION,
BOOK AND SEAL.

THANKS

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-03/19/96--01073--003
****120.00 ****120.00

MANUEL RAMOS



FILED
96 MAR 18 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. BROWN MAR 25 1996

ARTICLES OF INCORPORATION
OF

FILED
96 MAR 18 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Coporation is SPECIAL ADULT CARE P.H.P., INC.
The principal place of business shall be: 4216 S.W. 134 Place, MIAMI, FL 33175

ARTICLE II - DURATION

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.
Corporate existence shall commence at the time of filing of the articles by the Department of State, State of Florida.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of thirty dollars
(\$30.00) par value common stock which shall be designated "COMMON SHARES".

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 _____
4216 S.W. 134 Place, MIAMI, FL 33175

and the name of the initial registered agent of this corporation at that address is _____
MANUEL RAMOS

Prepared by: MANUEL RAMOS
4216 S.W. 134 PLACE
MIAMI, FLORIDA 33175
(305) 594-0927

ARTICLES VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have 1 director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name(s) and address(es) of the initial director(s) of this Corporation is (are):

MANUEL RAMOS 4216 S. W. 134 Place Miami, FL 33175

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ARTICLE VIII - INCORPORATORS

The name and address of the persons signing these articles are:

MANUEL RAMOS 4216 S. W. 134 Place Miami, FL 33175

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ARTICLE IX - BYLAWS

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

ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meeting of shareholders may be called by the Board of Directors or the holders of not than one tenth of all the shares entitled to vote at the meeting.

ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII - APPROVAL OF SHAREHOLDER REQUIRED FOR MERGER

The approval of the shareholders of this Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII - INDEMNIFICATION

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

ARTICLE XIV - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

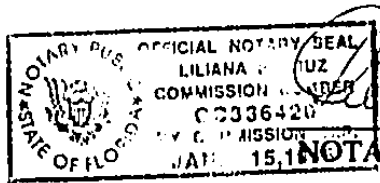
In Witness Whereof, the undersigned subscribers have executed these articles of incorporation this 04 day of March, 1996.

X [Signature]

STATE OF FLORIDA)
COUNTY OF DADE)

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared MANUEL RAMOS known to me and known by me to be the person(s) who executed the foregoing articles of incorporation, and he (they) acknowledged before me that he (they) executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 04 day of March, 1996.

 [Signature]

NOTARY PUBLIC, State of Florida

I, the undersigned, having been name as initial registered agent of the Corporation in the foregoing articles of incorporation here by accept said office and will serve in said capacity.

X [Signature]

REGISTERED AGENT