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To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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LIMITED LIABILITY COMPANY

TOTAL CARE STAFFING SERVICES, L.L.C.

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**ARTICLES OF INCORPORATION OF
TOTAL CARE STAFFING SERVICES, L.L.C.**

The undersigned hereby agree(s) to organize a corporation under the laws of the State of Florida, with the following Articles of Incorporation.

**ARTICLE I
NAME**

The corporate name shall be: Total Care Staffing Services, L.L.C.

**ARTICLE II
EXISTENCE**

The corporation shall exist for thirty (30) years from the date of incorporation unless terminated earlier per Florida Statute 608.

**ARTICLE III
PURPOSE**

The corporate purpose is to conduct all lawful business and it shall possess all powers now and hereafter conferred by the laws of the State of Florida and the United States upon corporations.

**ARTICLE IV
PRINCIPAL OFFICE**

The post office address of the principal office of the corporation is: 8319 S.W. 193rd Street, Miami, Florida 33157 or at any other location that the Board of Directors chooses to designate.

Prepared by: Pedro A. Cofiño, Esq.
407 Lincoln Road, Suite 2B
Miami Beach, Florida
Florida Bar No.: 323918

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**ARTICLE V
INITIAL REGISTERED AGENT**

The initial Registered Agent of the corporation is Pedro A. Cofiño, Esquire and the street address of the registered office is: 407 Lincoln Road, Suite 2B, Miami, FL 33139.

**ARTICLE VI
INITIAL BOARD OF MANAGERS**

The business of the corporation shall be managed by a Board of Managers consisting of not fewer than one (1) person, the exact number to be determined from time to time in accordance with the by-laws. The name(s) and address(es) of the first Board of Directors who shall serve until the first annual meeting of the shareholders or until their successors are elected and qualified shall be:

NAMES

Mario Espino

ADDRESSES

8319 S.W. 193rd Street
Miami, FL 33157

**ARTICLE VII
POWERS OF MANAGER(S)**

The Manager(s) shall exercise all powers conferred by law.

**ARTICLE VIII
INDEMNIFICATION**

The corporation shall indemnify any and all of its managers or officers against losses and expenses actually and necessarily incurred by them in connection with the defense of any suit which they are parties to by reason of their acts while in their corporate capacity.

**ARTICLE IX
AMENDMENTS**

The corporation reserves the right to amend, alter, change or repeal any or all provisions of the Articles of Incorporation in the manner now or hereafter prescribed by

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Florida Statutes.

**ARTICLE X
MEMBERS**

The name(s) and address(es) of the Member(s) of the corporation is/are as follows:

Mario Espino 8319 S.W. 193rd Street
Miami, FL 33157

**ARTICLE XI
PROPERTY CONTRIBUTED**

The Member(s) has/have contributed both cash, in the sum of \$2,500.00.

**ARTICLE XII
ADDITIONAL CONTRIBUTIONS TO CAPITAL**

Should all Member(s) agree at a regular or special meeting of Members of this limited liability company that additional capital is needed then, in that event, it shall be contributed by all members within a reasonable time as determined at the meeting.

**ARTICLE XIII
ADDITIONAL MEMBERS**

Should all members agree at a regular or special meeting of the members of this limited liability company that additional members may be admitted, then additional members shall be admitted upon payment of cash or contribution of capital assets per the agreement of all members to accept the same.

**ARTICLE XIV
CONTINUATION OF BUSINESS**

Upon the death, retirement, resignation, expulsion, bankruptcy or the occurrence of any other event which would terminate the continued membership of a member(s) in this limited liability company, the other member(s) has/have the right to continue the business of the company as reconstituted without the departing member(s), pursuant to the terms

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and conditions as set forth in the company's by-laws.

IN WITNESS WHEREOF, the undersigned, being the original member(s) of the corporation, has/have executed these Articles of Organization this 6 day of February 2001.



Mario Espino

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

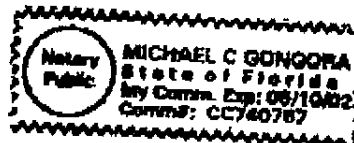
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BEFORE ME, the undersigned authority, personally appeared Mario Espino, to me well known and known to me to be the persons or whom produced _____ as identification described herein and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same for the purposes therein expressed.

6 WITNESS my hand and official seal in the County and State aforementioned this 6 day of February, 2001.


NOTARY PUBLIC
State of Florida

My Commission Expires:



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TOTAL CARE STAFFING SERVICES, L.L.C.ACKNOWLEDGMENT

Having been named to accept service of process for the above stated limited liability corporation, at the place designated in these Articles of Incorporation, I, Pedro A. Cofiño, hereby accept to act in this capacity, and agree to comply with the provisions in Chapter 48.091, Florida Statutes, relative to keeping open said office.



PEDRO A. COFIÑO
REGISTERED AGENT

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