

ATKINSON, DINER, STONE, MANKUTA & PLOUCHA, P.A.

ATTORNEYS AT LAW

WILSON C. ATKINSON, III
JESSE H. DINER
ADELE I. STONE*
DAVID B. MANKUTA
LAWRENCE M. PLOUCHA
RICHARD B. SABRA
JOSEPH J. HUSS
RICHARD A. IVERS
KIMBERLY HALL DOYLE
MARGARET Z. VILLELLA
HOWARD ALLEN COHEN*
BARRY S. SCHINDER
SIMONE P. FIRLEY
PAUL M. RENNER
RAUL PEREZ BALLAGA
FRANK M. SMITH

1946 TYLER STREET
HOLLYWOOD, FLORIDA 33020-4517

TELEPHONE (954) 925-5501
TELEFAX (954) 920-2711
WWW.ATKINSON-DINER.COM

EDWARD HEILBRONNER
1938 - 2000

* BOARD CERTIFIED IN REAL ESTATE

NO 100000 3838
May 24, 2001
State of Florida
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
800004333808--8
-05/30/01--01029--008
*****78.75 *****78.75

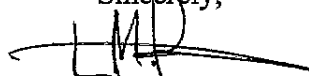
Re: **Douglas Gardens Hospice, Inc.; a not-for-profit corporation**

To Whom It May Concern:

Enclosed are an original and one copy of Articles of Incorporation of **Douglas Gardens Hospice, Inc.**, and a check for \$78.75 to cover the filing fee, registered agent designation fee and the certified copy fee. Please send to me a certified copy of the filed Articles of Incorporation.

If you have any questions, please do not hesitate to call me.

Sincerely,


L.M. Ploucha

LMP/nlc

Enclosures

cc: Judge Irving Cypen
Stephen H. Cypen, Esq.
J. Robert Griffin, Esq.

FILED
01 MAY 29 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
DOUGLAS GARDENS HOSPICE, INC.
(a corporation not for profit)

FILED
01 MAY 29 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

CORPORATE NAME

The name of this corporation is DOUGLAS GARDENS HOSPICE, INC.

ARTICLE II

PURPOSE

1. The purpose of the corporation is to support the activities and programs of Miami Jewish Home and Hospital for the Aged, Inc., a Florida not-for-profit corporation, and its affiliates, to provide hospice care services in Miami-Dade and Broward Counties, to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereunder set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes or to make contributions to organizations duly authorized to carry on charitable, religious, scientific, literary or educational activities within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, to solicit and receive gifts, bequests, donations, contributions, conveyances, deeds of real estate, stocks, securities or commodities and devises of monies and properties and to use and apply the net income and principal exclusively and in furtherance of the undertakings of the corporation; to receive, own, hold, administer, distribute and dispose of properties of all kinds, whether real, personal or mixed, and whether acquired by gift, bequest, devise, purchase or otherwise; to borrow monies and to do and perform all lawful acts

necessary, suitable and proper for the purposes hereinbefore enumerated. Provided, however, that unless specified by donors, grantors and contributors to the contrary, all sums of money, property, securities and commodities and donations of every kind shall be considered as permanent funds and used and applied to the purposes and uses above enumerated.

2. No part of the earnings of the corporation shall inure to the benefit of any Director or Officer of the corporation, or any other person (except that the corporation may pay reasonable compensation to its Directors and Officers for services rendered to or on behalf of the corporation and may make other payments and distributions in furtherance of one or more of its purposes), and no Director or Officer of the corporation, or any other person, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

3. The corporation shall not engage in any act of self dealing, as defined in section 4943(c) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

4. The corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes within the meaning of section 4944, so as to give rise to any liability for tax imposed by section 4944(a), of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

5. The corporation shall not make any taxable expenditures as defined in section 4945(d), which would give rise to any liability for tax imposed by section 4944(a), of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

6. Notwithstanding any other provisions of these Articles, the corporation shall not conduct or carry on any activities not permitted under the Regulations or not permitted to be

conducted or carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

ARTICLE III

MEMBERS

The qualification of members and the manner of their admission shall be determined under and pursuant to the Bylaws of the corporation.

ARTICLE IV

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Stephen H. Cypen, Esq.
Cypen & Cypen
825 Arthur Godfrey Road
P.O. Box 402099
Miami Beach, Florida 33140-0099

ARTICLE V

BOARD OF DIRECTORS

The number of Directors may be altered from time to time as determined under and pursuant to the Bylaws of this corporation, but the corporation shall have no less than the greater of (a) three (3) Directors or (b) the minimum number of Directors under applicable Florida law from time-to-time required to comprise the governing body of an organization providing hospice services. The method of election or appointment of Directors shall be stated in the Bylaws of this corporation.

ARTICLE VI

BYLAWS

The Bylaws of this corporation shall initially be adopted by its Directors, and shall thereafter be adopted, amended or repealed by its Directors or its members under and pursuant thereto.

ARTICLE VII

DISSOLUTION

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

ARTICLE VIII

MAILING ADDRESS AND PRINCIPAL OFFICE

The corporation's initial principal office and mailing address is:

5200 N.E. Second Avenue
Miami, Florida 33137-2706

ARTICLE IX

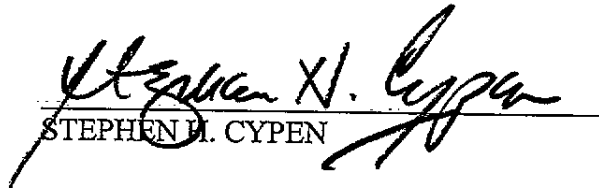
INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is:

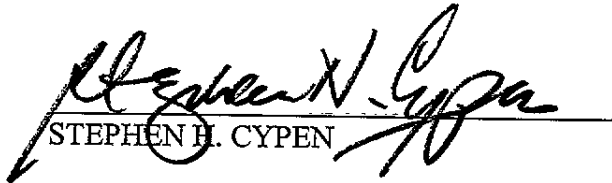
Stephen H. Cypen, Esq.
Cypen & Cypen
825 Arthur Godfrey Road
P.O. Box 402099
Miami Beach, Florida 33140-0099

THE UNDERSIGNED Incorporator, for the purpose of forming a corporation not for profit under the laws of the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

Dated: MAY 18, 2001


STEPHEN H. CYPEN

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of Florida law applicable to said designation.


STEPHEN H. CYPEN

FILED
01 MAY 29 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA