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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
OCT 26 - 1 PM 11:03

October 26, 2001

EFFECTIVE DATE
10-26-01

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-10/29/01--01036-017
*****70.00 *****70.00

Re: Douglas Gardens Home Care, Inc.
Our File No. 14070

Gentlemen:

Enclosed please find original of Articles of Incorporation for the above named corporation, together with our check in the amount of \$70.00 representing filing fee and fee for registered agent designation. We do not require a certified copy of the Articles.

Please advise as soon as the Articles are filed.

Thank you for your usual assistance and cooperation.

Cordially yours,

CYPEN & CYPEN


Myles G. Cypen
For the Firm

MGC/arc
Enclosures

W 25134

F. 01-2367 OCT 31 2001

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

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ARTICLE I
CORPORATE NAME

The name of this corporation is DOUGLAS GARDENS HOME CARE, 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, by providing private duty nursing care and other benefits to the elderly; 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 pursuant to applicable federal and state regulations ("Regulations"); 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 pursuant to the Regulations; 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 hereinabove 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 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 take 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 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 code.

6. Notwithstanding any other provision 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 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 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:

Myles G. Cypen, Esquire
Cypen & Cypen
825 Arthur Godfrey Road
Miami Beach, Florida 33140

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. However, the corporation shall have no less than three (3) Directors at any time. The method of election or appointment of Directors shall be stated in the ByLaws of this corporation. The Board of Directors shall at all times have as at least one of its Directors a "community representative," as defined by the Regulations.

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 Northeast 2nd Avenue
Miami, Florida 33137-2706

ARTICLE IX

COMMENCEMENT DATE

Corporate existence will commence on October 26, 2001.

ARTICLE X

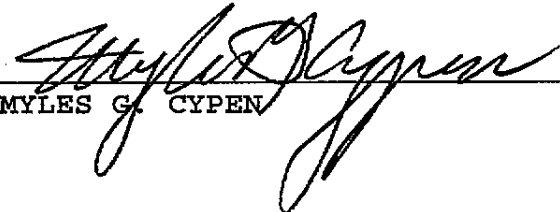
INCORPORATOR

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


Myles G. Cypen, Esq.
Cypen & Cypen
825 Arthur Godfrey Road
Miami Beach, Florida 33140

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: October 26, 2001


MYLES G. 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.



MYLES C. CYPEN

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