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TALLAHASSEE, FLORIDA

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FILED

May 6, 1996

The Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Givens Provide, Inc.

200001814192
-05/09/96--01015--003
****122.50 ****122.50

Dear Sir or Madam:

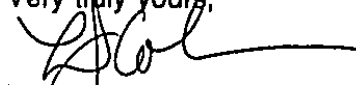
I am enclosing herewith an original and a copy of the Articles of Incorporation and Statement of Designation of Registered Agent for the above-named non-profit corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following:

1. Filing Fee (\$35.00)
2. Certified Copy (\$52.50)
3. Designation of Registered Agent (\$35.00)
- Total (\$122.50)

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your prompt attention to this matter.

Very truly yours,


L. Jerry Cohn, Esq.

LJC:kmr

cc.: John Ross

F. CHESNEY

MAY 15 1996

ARTICLES OF INCORPORATION

OF

GIVENS PROVIDE, INC.

The undersigned, for the purpose of forming a corporation under Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the Corporation is GIVENS PROVIDE, INC..

ARTICLE II: DURATION

The period of duration of the Corporation is perpetual unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III: PURPOSE

The purpose of the Corporation is to provide services to elderly individuals who have been abandoned by their families; to provide services to children with childhood diseases and their families; to provide services to individuals with Auto Immune Difficiency Syndrome (AIDS) and to their caretakers.

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on in connection with or auxiliary to the foregoing business.

To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be 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 provision of any future United States Internal Revenue law.

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ARTICLE IV: QUALIFICATION

The qualifications for members and the manner of their admission are stated in the bylaws of the Corporation.

ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT

The initial registered office and agent of the Corporation will be **L. JERRY COHN, ESQ.**, 4300 N. University Drive, Suite B-104, Landershill, Florida 33351. The principal office of the Corporation will be **C/O JOHN ROSS**, 1100 N.E. 25th Street, Pompano Beach, Florida, 33351.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The number of persons constituting the Board of Directors of the Corporation is three (3) initially. The method of election of directors is stated in the by-laws of the Corporation. The name and address of each person who is to serve as a member of the initial Board of Directors is:

JOHN ROSS 1100 N.E. 25th Street Pompano Beach, Florida 33064	Executive Director
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REAL GAGNON 1100 N.E. 25th Street Pompano Beach, Florida 33064	Director
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STEVE PASSANTE 1100 N.E. 25th Street Pompano Beach, Florida 33064	Director
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ARTICLE VII: NON-STOCK BASIS

The Corporation is organized under a non-stock basis.

ARTICLE VIII: DISSOLUTION

Upon dissolution of the organization, 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, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the organization is then located, exclusively for such purposes.

ARTICLE IX: INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is
JOHN ROSS, 1100 N.E. 25th Street, Pompano Beach, Florida, 33064.

ARTICLE X: AMENDMENTS

The Corporation reserves the right to amend or repeal and provisions of these
Articles of Incorporation, or any amendment(s) thereto.

ARTICLE XI: CORPORATE POWERS

The Corporation shall have all corporate powers as stated in 617.0302, Florida
Statutes.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these
Articles of Incorporation this 12th day of January, 1996.



JOHN ROSS

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of section 607.0501, Florida Statutes, the mentioned 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 **GIVENS PROVIDE, INC..**
2. The name and address of the registered agent and office is **L. JERRY COHN, ESQ., 4300 N. University Drive, Suite B- 04, Lauderhill, Florida, 33351.**

HAVING BEEN NAMED AS REGISTERED AGENT TO AND 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 ALL MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


L. JERRY COHN, ESQ.

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CLERK OF COURT
STATE OF FLORIDA