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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
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Account Name : EMPIRE CORPORATE KIT COMPANY  
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00 FEB 24 PM 2:00  
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TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**

**BELL COMPANION CARE, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

N. Culligan FEB 24 2000

**ARTICLES OF INCORPORATION****H00000008310****OF****BELL COMPANION CARE, INC.**

The undersigned incorporator, for purposes of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation is Bell Companion Care, Inc. (the "Corporation").

**ARTICLE II**

The street address of the initial principal office and mailing address of the Corporation is 633 N.E. 167<sup>th</sup> Street, Suite 810, North Miami Beach, Florida 33162.

**ARTICLE III**

The Corporation is authorized to issue 100 shares of common stock of \$.01 par value per share.

**ARTICLE IV**

The street address of the initial registered office of the Corporation is 633 N.E. 167<sup>th</sup> Street, Suite 810, North Miami Beach, Florida 33162 and the registered agent at that address is Edward Stahl.

**H00000008310**

Steve L. Wasserstein  
FL. Bar No. 0986992  
Broad and Cassel  
500 East Broward Boulevard  
Suite 1130  
Fort Lauderdale, Florida 33394

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ARTICLE V

The name and address of the incorporator of the Corporation is: Edward Stahl, 633 N.E. 167<sup>th</sup> Street, Suite 810, North Miami Beach, Florida 33162.

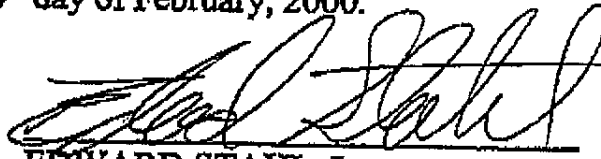
ARTICLE VI

The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE VII

The corporation expressly elects not to be governed by either §607.0901 or §607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, relating to affiliated transactions and control share acquisitions.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14<sup>th</sup> day of February, 2000.



EDWARD STAHL, Incorporator

H00000008310

**ACCEPTANCE OF APPOINTMENT**  
**H00000008310**      **OF**  
**REGISTERED AGENT**

Having been named as registered agent and to 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 my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
**EDWARD STAHL**

**H00000008310**

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