

P00000072783

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H00000040039 0)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
Fax Number : (305) 541-3770

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

**QUALITY CARE ASSOCIATES, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUL 31 AM 8:43

B. McKnight AUG 01 2000

**FLORIDA DEPARTMENT OF STATE****Katherine Harris**  
Secretary of State

July 31, 2000

**EMPIRE****SUBJECT: QUALITY CARE ASSOCIATES, INC.**  
**REF: W00000018963**

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

The name of the entity must be identical throughout the document.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight  
Document Specialist

FAX Aud. #: H00000040039  
Letter Number: 600A00041428

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

6

H00000040039

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUL 31 AM 8:43

**ARTICLES OF INCORPORATION OF QUALITY CARE  
ASSOCIATES, INC.**

**ARTICLE I. NAME**

The name of this corporation shall be: QUALITY CARE ASSOCIATES, INC.

**ARTICLE II. COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

**ARTICLE III. PURPOSE**

This corporation is being organized for the purpose of conducting any business authorized under the laws of the State of Florida.

**ARTICLE IV. CAPITAL STOCK**

This corporation shall have the authority to issue 100 shares of common capital stock with a par value of one dollar (\$1.00) per share.

**ARTICLE V. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

**ARTICLE VI. TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first

H00000040039

H00000040039

offering such shares for sale to this corporation, at the net asset value thereof.

Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions. On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions  
Imposed By This Corporation's Articles of Incorporation, A Copy  
Of Which Is On File At This Corporation's Principal Office."

#### ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be one  
(1). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as the members of the Initial Board of Directors are:

ADAM WHITEHURST - 1150 Northeast 4<sup>th</sup> Avenue, Boca Raton, Florida 33432.

Jeffrey M. Ostrow, Esquire - Florida Bar Number: 121452  
Hodkin & Ostrow, P.A.

H00000040039

2

350 East Las Olas Blvd., Fourth Floor, Fort Lauderdale, FL 33301; Telephone: (954) 522-8585

H000000040039

**ARTICLE VIII. INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, to the full extent permitted by law.

**ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

The address of the corporation's principal office and the address of this corporation's initial registered office shall be: 3800 South Ocean Drive, Suite 216, Hollywood, Florida 33019.

The name of the individual who shall serve as this corporation's initial registered agent at that address is ADAM WHITEHURST.

**ARTICLE X. INCORPORATOR**

The name and address of the individual who shall serve as this corporation's incorporator is:

ADAM WHITEHURST - 1150 Northeast 4<sup>th</sup> Avenue, Boca Raton, Florida 33432.

**ARTICLE XI. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


  
ADAM WHITEHURST, Incorporator

H000000040039

Jeffrey M. Ostrow, Esquire - Florida Bar Number: 121452  
Hodkin & Ostrow, P.A.

H00000040039

I hereby accept my designation as registered agent and agree to serve as the  
 registered agent of Quality Care Associates, Inc.  
 I hereby state that I am familiar with and accept the  
 duties and responsibilities as registered agent for **QUALITY CARE ASSOCIATES, INC.**

  
 ADAM WHITEHURST, Registered  
 Agent of QUALITY CARE  
 ASSOCIATES, INC.

State of Florida )  
 ) ss:  
 County of Broward )

On July 28, 2000, designated above as the individual who shall serve as this  
 corporation's initial registered agent and incorporator, personally appeared before me and  
 signed and acknowledged signing these Articles of Incorporation of QUALITY CARE  
 ASSOCIATES, INC.

  
 NOTARY PUBLIC

My Commission Expires on:

 Jeffrey M. Ostrow  
 Commission # CC 722749  
 Expires March 8, 2002  
 BONDED THRU  
 ATLANTIC BONDING CO., INC.

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 00 JUL 31 AM 8:43

H00000040039

HODKIN & OSTROW, P.A.  
 2300 East Las Olas Boulevard, Fourth Floor, Fort Lauderdale, FL 33301; Telephone: (954) 522-8585