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JAMES MANCUSO & ASSOCIATES, P.A.

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MAITLAND, FLORIDA 32751

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September 1, 2000

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Helping Hands Adult Care, Inc.

800003386789--7

-09/08/00--01068--004

*****78.75 *****78.75

Dear Sir or Madam:

In connection with the formation of Helping Hands Adult Care, Inc., I have enclosed the following items:

1. Two counterparts of the Articles of Incorporation executed by the incorporator and registered agent.
2. A check in the amount of \$78.75 payable to the Secretary of State.

Please return a certificate of filing and stamped copy of the articles to me. If you have any questions, please call me.

Sincerely,



Melissa Theodoropoulos
Legal Assistant

MT:ss
Enclosures

FILED
00 SEP -8 AM 10:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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T BROWN SEP 12 2000

ARTICLES OF INCORPORATION
OF
HELPING HANDS ADULT CARE, INC.

FILED
00 SEP -8 AM 10:15
SECRETARY OF STATE
TALLAHASSEE FL 32310

In compliance with the requirements of Florida Statute 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I
NAME

The name of the corporation is *Helping Hands Adult Care, Inc.*

ARTICLE II
NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other country, state, territory, or nation.

ARTICLE III
PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 4 Sunset Bay Drive, Belleair, Florida 33756.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares this Corporation is authorized to issue is five thousand (5000) shares having a par value of one dollar (\$1.00) per share, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V
INITIAL REGISTERED AGENT AND ADDRESS

The initial street address of the corporation's registered office is 4. Sunset Bay Drive, Belleair, Florida 33756. The initial registered agent for the corporation at that address is Kim M. Poythress.

ARTICLE VI
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of one (1) member. The name and address of the person who will serve on the initial board of directors are:

Kim M. Poythress 4 Sunset Bay Drive, Belleair, Florida 33756

The manner in which the directors shall be appointed shall be as stated in the bylaws.

ARTICLE VIII
SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code.

ARTICLE IX
INCORPORATOR

The name and address of the incorporator to these articles of incorporation is:

Kim M. Poythress 4 Sunset Bay Drive, Belleair, Florida 33756

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 4 day of SEPTEMBER 2000.

Kim Poythress
Incorporator

ACCEPTANCE 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 the articles of incorporation, I hereby accept the appointment as registered agent and agree to act in that 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 that position pursuant to Florida Statutes 607.0501(3).

Kim Poythress 9/4/00
Registered Agent Date

00 SEP - 8 AM 10/15
FILED
TALLAHASSEE
SECRETARY OF STATE