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KALEEL & ASSOCIATES

ATTORNEYS AND COUNSELORS AT LAW

FILED

00 SEP 29 AM 9: 25

555 N. CONGRESS AVENUE
SUITE 301
BOYNTON BEACH, FL 33426

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KENNETH M. KALEEL
CAROL L. CROZIER

TELEPHONE 561-738-1104
FACSIMILE 561-738-1106

CAROL ANN BERNSTEIN, PARALEGAL
KATHY E. DIMOV, PARALEGAL

September 27, 2000

VIA CERTIFIED MAIL - RETURN RECEIPT REQUESTED

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

300003410333--0
-09/29/00--01101--005
*****78.75 *****78.75

Re: ABEL & WYLLING ELDERCARE SERVICES, INC.

Gentlemen:

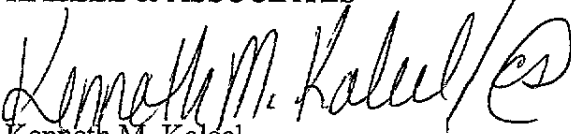
Enclosed is the original and one (1) copy of the Articles of Incorporation regarding the above referenced corporation, together with a check in the amount of \$78.75 representing the following charges:

- \$ 70.00 - Filing Fee; and
- \$ 8.75 - Certified Copy of Articles of Incorporation.

Please file the original Articles and return a certified copy of same to this office in the enclosed self-addressed stamped envelope provided herein.

Sincerely,

KALEEL & ASSOCIATES



Kenneth M. Kaleel

KMK/cs

enclosures

pc: Ronald M. Siegel (regular mail)

PH 10/3/00 ✓

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ABEL & WYLLING ELDERCARE SERVICES, INC.

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article I. Name

The name of the corporation shall be: Abel & Wylling Eldercare Services, Inc.

Article II. Principal Office

The principal place of business and mailing address of this corporation shall be: 5751 Camino Del Sol, #101, Boca Raton, FL 33433.

Article III. Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000) shares having a par value of one dollar (\$1.00) per share.

Article IV. Initial Registered Agent

The name and address of the initial registered agent is: Kaleel & Associates, 555 North Congress Avenue, Suite 301, Boynton Beach, Florida 33426.

Article V. Incorporator

The name and address of the Incorporator to these Articles of Incorporation is: Ronald M. Siegel, 5751 Camino Del Sol, #101, Boca Raton, FL 33433.

Article VI. Directors

The name and address of each director of the corporation is: Ronald M. Siegel, 5751 Camino Del Sol, #101, Boca Raton, FL 33433.

The undersigned has executed these Articles of Incorporation this 27 day of September, 2000.

Ronald M. Siegel
Ronald M. Siegel, Incorporator

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

Pursuant to the provisions 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: Abel & Wylling Eldercare Services, Inc.
2. The name and address of the registered agent and office is: Kaleel & Associates, 555 North Congress Avenue, Suite 301, Boynton Beach, Florida 33426.

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

KALEEL & ASSOCIATES

BY: _____
Kenneth M. Kaleel, President

DATED: 9/27/00

siegel,ron\abel&wyllyingeldercareservices,inc.\AOI

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TALLAHASSEE, FLORIDA