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REFERENCE : 002438 11654A

AUTHORIZATION :

Patricia Pignato

COST LIMIT : \$ 78.75

ORDER DATE : February 13, 2001

ORDER TIME : 12:57 PM

ORDER NO. : 002438-005

CUSTOMER NO: 11654A

CUSTOMER: Rachelle Bricout, Legal Asst
Holtzman Krinzman Equels &
Furia
2601 South Bayshore Drive
Suite 600
Miami, FL 33133

700003677687--3

DOMESTIC FILING

NAME: AFRICARE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

FILED
2001 FEB 13 PM 3:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

[Handwritten signature]
2/13/01
2001 FEB 13 PM 2:23
OFFICE OF FILING

ARTICLES OF INCORPORATION
OF
AFRICARE, INC.

FILED

2001 FEB 13 PM 3:19

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of Africare, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

AFRICARE, INC.

ARTICLE II. ADDRESS

The mailing address of the corporation is:

2445 Lake Pancoast Drive, #P
Miami Beach, Florida 33140

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence upon the filing of these Articles with the Office of the Secretary of State of Florida.

ARTICLE IV. PURPOSE

This corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100 shares of common stock having \$.01 par value per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2445 Lake Pancoast Drive, #P, Miami Beach, Florida 33140, and the name of the corporation's initial registered agent at that address is Rachelle Bricout.

ARTICLE VII. INCORPORATOR

The name and address of the incorporator is:

Name

Address

Rachelle Bricout

2445 Lake Pancoast Drive, #P
Miami Beach, Florida 33140

ARTICLE VIII. INDEMNIFICATION

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him/her in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he/she is or shall be made a party by reason of his/her being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he/she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him/her) except in relation to matters as to which he/she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his/her duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner prescribed by law, and all rights herein conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on this 12th day of February, 2001.



Rachelle Bricout
Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OR PROCESS WITHIN THE STATE OF FLORIDA
AND NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

Africare, Inc. desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, at Miami-Dade County, State of Florida, has named Rachelle Bricout as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

Bricout

By: Rachelle Bricout

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TALLAHASSEE FLORIDA