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William Watson Trick, Jr. P.A.

Attorney & Counselor at Law

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Suite 7
Pompano Beach, Florida 33060
Telephone: (954) 942-9774
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February 13, 2001

Florida Department of State
DIVISION OF CORPORATIONS
409 East Gaines Street
Tallahassee, Florida 32301

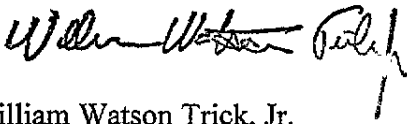
Re: Articles of Incorporation
Elder Care Directions, Inc.

400003705804--3
-02/15/01--01067--008
*****78.75 *****78.75

Dear Sir/Madam:

Please find enclosed our trust account check #1121 in the amount of \$78.75, together with the original and one copy for certification of the Articles of Incorporation for the above named entity. Please file the articles and return a certified copy to this office.

Very truly yours,



William Watson Trick, Jr.

WWT:ts

encl

Via FedEx; Airbill No.: 8244 1737 7406

BROWN FEB 16 2001

ARTICLES OF INCORPORATION

OF

ELDER CARE DIRECTIONS, INC.

ARTICLE 1: CORPORATE NAME: The name of this corporation is Elder Care Directions, Inc.

ARTICLE 2: PRINCIPAL OFFICE: The street address of the initial principal office of this corporation is 2115 Rock Island Road, Margate, Florida 33063.

ARTICLE 3: MAILING ADDRESS: The initial mailing address of this corporation is 2115 Rock Island Road, Margate, Florida 33063.

ARTICLE 4: CORPORATE POWERS: This corporation shall have the power to engage in all transactions permitted by law, and shall otherwise have all powers and may engage in all business permitted by law.

ARTICLE 5: AUTHORIZED NUMBER OF SHARES: This corporation is authorized to issue one hundred (100) shares of common stock having no par value.

ARTICLE 6: PREEMPTIVE RIGHTS: Every shareholder, upon the issuance of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof based upon the proportion of shares which such shareholder holds to the total issued and outstanding shares prior to the new offering at the price at which it is offered to others.

ARTICLE 7: INITIAL REGISTERED AGENT AND OFFICE: The street address of this corporation's initial registered office is William Watson Trick, Jr. The name of the initial registered agent of this corporation at that address is 1216 E. Atlantic Blvd., Suite 7, Pompano Beach, Florida 33060.

ARTICLE 8: INCORPORATORS: The names and addresses of the incorporators of this corporation are:

Victoria Luciano
2115 Rock Island Road
Margate, Florida 33063

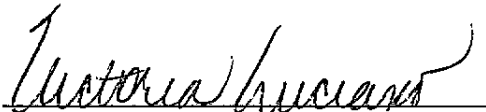
Lorraine Luciani
1445 Atlantic Shores Blvd. #101
Hallandale, Florida 33009

ARTICLE 9: INITIAL DIRECTORS: The name and address of the individuals who are to serve as the initial directors of this corporation are:

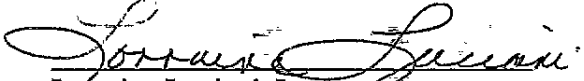
Victoria Luciano
2115 Rock Island Road
Margate, Florida 33063

Lorraine Luciani
1445 Atlantic Shores Blvd. #101
Hallandale, Florida 33009

ARTICLE 10: COMMENCEMENT OF CORPORATE EXISTENCE: The existence of this corporation shall commence as of the date of filing of these Articles of Incorporation with the Florida Secretary of State.

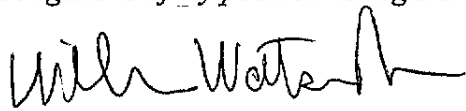

Victoria Luciano, Incorporator

2/9/01
Date


Lorraine Luciani, Incorporator

2/9/01
Date

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.


William Watson Trick, Jr.

2/12/01
Date

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