

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
• 8870 • 1-800-342-8062 • Fax (850) 222-1222

**PO16000021528**

Quality-Care International, Inc.

3000003789243--4

-02/28/01--01048--003

\*\*\*\*\*70.00 \*\*\*\*\*70.00

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- \_\_\_\_ Cert. Copy \_\_\_\_\_
- ☒ Photo Copy \_\_\_\_\_
- \_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_ Courier \_\_\_\_\_

01 FEB 28 PM 2:07  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

01 FEB 28 PM 10:35  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

T. SMITH FEB 28 2001

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
QUALY-CARE INTERNATIONAL, INC

ARTICLE I - NAME

The name of this Corporation is QUALY-CARE INTERNATIONAL, INC.

ARTICLE II - DURATION

The Corporation shall have perpetual existence commencing on the dates these Articles of Incorporation are filed with the Florida Secretary of State's Office.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue One Hundred (500) shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares".

ARTICLE V - INITIAL CORPORATE OFFICE AND REGISTERED AGENT

The street address of the initial corporate office of the corporation is 18011 NW 57<sup>th</sup> Ave, Opalocka, FL 33054 The name and address of the initial registered agent for the Corporation is Edi Palau, 1144 NW 7<sup>th</sup> Street, Miami, FL 33136.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

#### ARTICLE VI - BY-LAWS

The By-Laws of the Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) initial Director. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

The name and address of the Director of this Corporation is:

<u>Name</u>	<u>Address</u>
Edi Palau	18011 NW Ave, Opalocka, FL 33054

#### ARTICLE VIII - OFFICERS

The officers of the Corporation are:

<u>Name</u>	<u>Office</u>
Edi Palau	18011 NW Ave, Opalocka, FL 33054

#### ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

#### ARTICLE X - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) as the price at which it is offered to others.

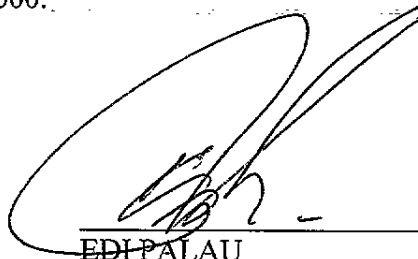
#### ARTICLE XI - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Edi Palau, 1144 NW 7<sup>th</sup> Street, Miami, FL 33136

#### ARTICLE XII - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation,  
this 27 day of February, 2000.

  
\_\_\_\_\_  
EDI PALAU  
(Incorporator)

STATE OF FLORIDA        )

COUNTY OF MIAMI-DADE        )

Before me, a Notary Public authorized in the State and County set forth above, personally appeared EDI PALAU, known to me and known by me to be the person, who, as Incorporator, executed the foregoing Articles of Incorporation of QUALY-CARE INTERNATIONAL, INC., and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 27 day of February 2000.

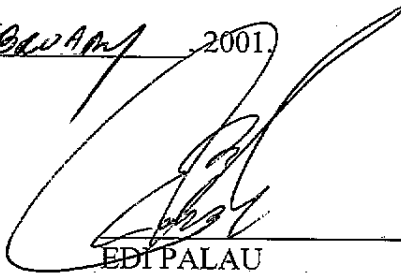
  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 27 DAY OF FEBRUARY, 2001.



Handwritten signature of Edi Palau, consisting of a large, stylized 'E' followed by 'PALAU'.

EDI PALAU

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01 FEB 28 PM 2:07  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA