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37 North Orange Avenue
Suite 500
Orlando, Florida 32801

PO1000058374

June 7, 2001

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: A + CAREGIVERS, INC.

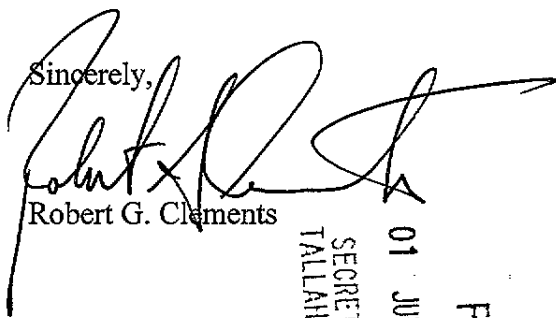
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*****78.75 *****78.75

Dear Madame/Sir:

Enclosed please find Articles of Incorporation for A + CAREGIVERS, INC. and a check in the amount of \$78.75 to cover the filing fee and cost of a certified copy of the articles. Please send me the certified copy of the articles.

Thank you for your assistance in this matter. Please contact me if you have any questions regarding this matter.

Sincerely,


Robert G. Clements

RGC/
Enclosures

FILED
01 JUN -8 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
A + CAREGIVERS, INC.

FILED
01 JUN -8 PM 3: 32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts 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 ("Corporation") is **A + CAREGIVERS, INC.**

ARTICLE II - ADDRESS

The street address of the principal office of the Corporation is:

12611 Sullivan Road
Clermont, Florida 34711

ARTICLE III - DURATION

The existence of the Corporation shall begin on the date these Article of Incorporation are filed and shall be perpetual.

ARTICLE IV - PURPOSE

This Corporation is organized for the purposes of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE V - CAPITAL STOCK

The maximum number of shares this Corporation is authorized to issue is 1,000, no par value 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 VI - INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the Corporation's registered office and the initial registered agent for the Corporation at that address is:

David E. James
12611 Sullivan Road
Clermont, Florida 34711

ARTICLE VII – INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of **2** members. The name and address of the persons who will serve on the initial board of directors are:

<u>Name</u>	<u>Address</u>
Mark J. Moskowitz	300 Magnolia Oak Court, Longwood, Florida 32779
David E. James	12611 Sullivan Road, Clermont, Florida 34711

ARTICLE VIII – INCORPORATOR

The names and street addresses of the persons signing these articles of incorporation are:

<u>Name</u>	<u>Address</u>
David E. James	12611 Sullivan Road, Clermont, Florida 34711

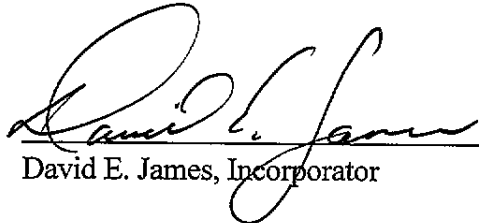
ARTICLE IX – BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X – AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this 7th day of June, 2001.

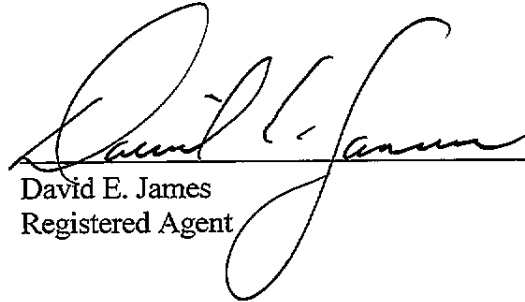

David E. James, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **A + CAREGIVERS, INC.** at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the

obligations of that position pursuant to F.S. 607.0501(3).

This 7th day of June 1, 2001.



David E. James
Registered Agent