407 North Wild Olive Avenue Daytona Beach, FL 32118

Fabian Bagdes Mary-Ellen Bagdes

386-258-7171 Fax 386-258-7441

January 18, 2002

500004787825--6 -01/22/02--01045--015 \*\*\*\*\*\*78.75 \*\*\*\*\*\*78.75

SECRETARY OF STATE Division of Corporations P. O. Box 6327 Tallahassee, Florida 32314

RE: SEASIDE CLUB ADULT DAY CARE CENTER, INC.

Dear Sir:

Please file the enclosed Articles of Incorporation and Acceptance of Registered Agent, and return certified copies of each. A check for \$78.75 is enclosed to cover the necessary fees.

Thank you for your consideration in this matter.

Sincerely,

Fabian Bagdes

SECRETARY OF STATEMS
DIVISION OF CORPORATIONS
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Enclosures

1-29-02

#### ARTICLES OF INCORPORATION

OF

#### SEASIDE CLUB ADULT DAY CARE CENTER, INC.

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

### ARTICLE ONE NAME

The name of the corporation is SEASIDE CLUB ADULT DAY CARE CENTER, INC.

### ARTICLE TWO DURATION

The term of existence of the corporation is perpetual.

### ARTICLE THREE PURPOSE

The purpose for which the corporation is organized is to operate an adult day care center for profit.

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

### ARTICLE FOUR CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is one thousand (1,000), all of which shall be common shares with no par value.

OF THE CONTROL WILL IN

#### <u>ARTICLE FIVE</u> PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued stock or treasury shares of the corporation and any securities of the corporation convertible into or carrying the right to subscribe to or acquire shares of any such unissued stock or treasury shares.

# ARTICLE SIX PRINCIPAL OFFICE

The address of the principal office of the corporation is: 1472 Ocean Shore Boulevard, Ormond By The Sea, Florida 32176. This is also the mailing address of the corporation.

# ARTICLE SEVEN REGISTERED OFFICE

The street address of the registered office of the corporation is 1472 Ocean Shore Boulevard, Ormond By The Sea, Florida 32176, and the name of the initial registered agent at such address is Freda D. Drees.

# ARTICLE EIGHT DIRECTORS

The board of directors shall consist of the following members:

Louis Drees

44 Camellia Drive

Ormond By The Sea, FL 32176

Freda D. Drees

44 Camellia Drive Ormond By The Sea, FL 32176

## ARTICLE NINE INCORPORATORS

The name and address of the sole incorporator is: Freda D. Drees, 44 Camellia Drive, Ormond By The Sea, Florida 32176.

#### ARTICLE TEN **OFFICERS**

The officers of the corporation shall be:

Louis Drees President

44 Camellia Drive Ormond By The Sea, FL 32176

Freda D. Drees 44 Camellia Drive Secretary/Treasurer Ormond By The Sea, FL 32176

#### ARTICLE ELEVEN COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence immediately.

### ARTICLE TWELVE RIGHT TO AMEND ITS ARTICLES OF INCORPORATION

The board of directors reserves the right to amend these Articles of Incorporation from time to time and in any respect as may be desired.

IN WITNESS WHEREOF, I have signed my name this 18th day of January, 2002.

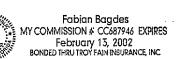
STATE OF FLORIDA COUNTY OF VOLUSIA

On this 18th day of January, 2002, before me, the undersigned authority, appeared FREDA D. DREES, who is personally known to me or who has produced Fl D.C. as identification, and whose name is subscribed to the within instrument and having been duly sworn she acknowledged that she executed the same for the purposes contained.

IN WITNESS WHEREOF, I hereunto set my hand and seal.

Notary Signature

Seal:



### NOTICE OF REGISTERED AGENT

TO: STATE OF FLORIDA
DEPARTMENT OF STATE

The following is submitted in compliance with Chapter 48.091,

SEASIDE CLUB ADULT DAY CARE CENTER, INC., a corporation organizing under the laws of the State of Florida, with its principal office at 1472 Ocean Shore Boulevard, in the City of Ormond By The Sea, County of Volusia, in the State of Florida, has named Freda D. Drees, who is located at 1472 Ocean Shore Boulevard, Ormond By The Sea, Florida, as its registered agent to accept service of process within the State.

DIRECTOR:

ADDRESS:

Louis Drees

44 Camellia Drive Ormond By The Sea, FL 32176

Freda D. Drees

44 Camellia Drive Ormond By The Sea, FL 32176

#### ACCEPTANCE:

I agree as resident agent to accept service of process; to keep office open during prescribed hours; to post my name (and the names of any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place as required by law.

Freda D. Drees