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February 1, 2002

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for GOLDEN AGE ELDER CARE INC., along with the Acceptance of Appointment of the Registered Agent, along with the required fee of One hundred twenty-two dollars and fifty cents (\$122.50).

Kindly return to the undersigned the appropriate filed documents at the address above shown.

Thank you for your cooperation.

Very truly yours,



Albert L. Tidwell

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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ARTICLES OF INCORPORATION
of
GOLDEN AGE ELDER CARE, INC.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

1. The corporate name for the corporation is: GOLDEN AGE ELDER CARE,
2. The street address is: 313 SE 8TH AVENUE, CAPE CORAL, FLORIDA 33990.
2. The mailing address of the corporation is: 313 SE 8th AVENUE, CAPE CORAL, FLORIDA 33990.
3. The number of shares the corporation is authorized to issue is 500 shares, no par value.
4. There shall be no preemptive rights granted to the shareholders.
5. The street address of the corporation's Registered Agent is: 313 SE 8th AVENUE, CAPE CORAL, FLORIDA 33990.
6. The name of the corporation's initial registered agent is: CARLOS S. BOETTICHER 313 SE 8th AVENUE, CAPE CORAL, FLORIDA 33990.
7. The names and addresses of the incorporators are:

CARLOS S. BOETTICHER
313 SE 8th AVENUE
CAPE CORAL, FLORIDA 33990


CARLOS S. BOETTICHER

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/ REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1.) The name of the corporation is: GOLDEN AGE ELDER CARE, INC.
- 2.) The name and address of the registered agent and office is:

CARLOS S. BOETTICHER

313 SE 8th STREET

CAPE CORAL, FLORIDA 33990

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.

Carlos S. Boetticher
Signature:

1/4/02
Date:

**DIVISION OF CORPORATIONS, P O BOX 6327, TALLAHASSEE, FLORIDA
32314**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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