



P02000103590

FILED  
02 SEP 25 PM 2:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 758824 4303929

AUTHORIZATION :

*Patricia Pigute*

COST LIMIT : \$ 78.75

ORDER DATE : September 25, 2002

ORDER TIME : 11:13 AM

ORDER NO. : 758824-025

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sandra L. Blake  
Greenberg Traurig, P.a.

500008023355--9

1221 Brickell Avenue  
21st Floor  
Miami, FL 33131-3238

DOMESTIC FILING

NAME: RDG CARE ASSOCIATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Heather Powell EXT. 1155

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
02 SEP 25 PM 12:58

*B 9/25*

ARTICLES OF INCORPORATION  
OF  
RDG CARE ASSOCIATES, INC.

**FILED**  
02 SEP 25 PM 2:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is RDG CARE ASSOCIATES, INC., (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 1800 N.E. 114<sup>th</sup> Street, Suite C, North Miami, Florida 33181.

ARTICLE III

This Corporation shall have authority to issue One Hundred (100) shares of Common Capital Stock having a par value of \$1.00 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1570 Madruga Avenue, Suite 216, City of Coral Gables, County of Miami-Dade, State of Florida 33146 and the name of its initial registered agent at such office is Theodore Silver.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the member of the initial Board of Directors, who is to serve as the Corporation's director until successors are duly elected and qualified is:

Robert D. Goldstein  
1800 N.E. 114<sup>th</sup> Street  
Suite C  
North Miami, Florida 33181

FILED  
02 SEP 25 PM 2:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


**ARTICLE VII**

The name of the Incorporator is Petra-Kate Califano and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

**ARTICLE VIII**

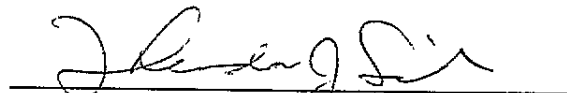
This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 23rd day of September, 2002.

  
Petra-Kate Califano, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of RDG CARE ASSOCIATES, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

  
Theodore Silver  
Registered Agent

Dated: September 23, 2002