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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

GENESIS CARE MANAGEMENT CONSULTANT INC.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF
GENESIS CARE MANAGEMENT CONSULTANT INC.,**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the State of Florida.

ARTICLE I

The name of the corporation is GENESIS CARE MANAGEMENT CONSULTANT INC.,

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The Corporate existence shall commence as of filing of the Articles of Incorporation.

ARTICLE III

The corporation is organized for the purposes of Real Estate Investment and any other business.

**ARTICLE IV
CAPITAL STOCK**

The corporation is organized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock at \$1.00 par value per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

Prepared by Colin Robinson
ROBINSON & COMPANY
17645 NW 27TH AVE, MIAMI, FL 33056 PHONE: (305) 621-7555/6579

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ARTICLE V

The name of the initial registered agent of this corporation is BEVERLEY V.BROWN. The street address of the initial registered office of the corporation in the State of Florida is 9311 CHELSEA DRIVE, MIRAMAR FL 33025

ARTICLE VI INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) initial director(s). The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial Director are:

BEVERLEY V. BROWN

9311 CHELSEA DRIVE
MIRAMAR FL 33025

ARTICLE VII INCORPORATION

The name and address of the incorporator of these articles of Incorporation is BEVERLEY V. BROWN, of 9311 Chelsea Drive Miramar , FL 33025.

**ARTICLE VIII
BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

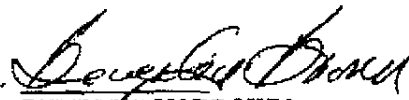
**ARTICLE IX
INDEMNIFICATION**

The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

**ARTICLE X
AMENDMENT**

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, the 18 day of MAY, 2003.


BEVERLEY V. BROWN

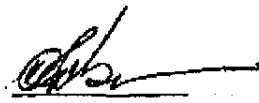
STATE OF FLORIDA)
)
 COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgment in the State and County set forth above, personally appeared BEVERLEY BROWN known to me and known by me to be the person who executed the foregoing Article of Incorporation, and he acknowledged before me that he executed these Article of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid, this 18 day of MAR. 2003.



Colin O. Robinson
 Commission # 00 839677
 Expires May 14, 2003
 Atlantic Beach, Fla., Inc.


 NOTARY PUBLIC
 State of Florida at Large

My Commission Expires: -

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**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes the following is submitted:

FIRST that GENESIS CARE MANAGEMENT CONSULTANT INC., desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 9311 CHELSEA DRIVE, MIRAMAR FLORIDA 33025, has named BEVERLEY V. BROWN of 9311 CHELSEA DR MIRAMAR FLORIDA 33025, as its agent to accept service of process within Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Dated this 18 day of MAR, 2003.

BY: Beverly V. Brown
BEVERLEY V. BROWN
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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