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FAX

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Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

Imagine Dependable Senior Services, Inc.

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|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 04 |
| Estimated Charge | \$78.75 |

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D. WHITE MAY 19 2003

KLUGER, PERETZ, KAPLAN & BERLIN P.L.



May 19, 2003

FAX COVER SHEET

To: Division of Corporations
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From: Allison Lichter, Paralegal

Fax: 850-205-0380

Re: (((H03000196152 0)))

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Message: Attached you will find an Electronic Filing Cover Sheet and Articles of Incorporation for filing under the above-referenced fax audit number. Please process the filing at your earliest convenience and do not hesitate to contact me should you have any questions or require additional information.

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**ARTICLES OF INCORPORATION
OF
IMAGINE DEPENDABLE SENIOR SERVICES, INC.**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as Incorporator under Chapter 607 of the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation is Imagine Dependable Senior Services, Inc. (hereinafter called the "Corporation").

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office is 8 Wilderness Run, Flagler Beach, Florida 32136. The Corporation's mailing address is 201 S. Biscayne Boulevard, Suite 1700, Miami, Florida 33131. The Board of Directors of the Corporation may, from time to time, change the address of the Corporation.

ARTICLE III
DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation shall exist perpetually. The corporate existence shall commence upon the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE IV
NATURE OF BUSINESS

This Corporation is organized for the purpose of transacting any and all lawful business or activity permitted under the Florida Business Corporation Act and the laws of the United States of America.

ARTICLE V
CAPITAL STOCK

The Corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of stock that the Corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$.01 per share. Holders of Common Stock are entitled to vote on all questions

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required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have pre-emptive rights to subscribe to the Corporation's securities and are entitled to receive the net assets of the Corporation upon dissolution.

ARTICLE VI
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this Corporation is Miami Center Registered Agents, LLC. The street address of the Corporation's initial registered office is 201 South Biscayne Boulevard, 17th Floor, Miami, Florida 33131.

ARTICLE VII
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Ron J. Halperin, Esquire, c/o Kluger, Peretz, Kaplan & Berlin, P.L., 201 South Biscayne Boulevard, 17th Floor, Miami, Florida 33131.

ARTICLE VIII
BYLAWS

The Bylaws of the Corporation may be adopted, amended or rescinded from time to time, in whole or in part, by the Board of Directors and the shareholders.

ARTICLE IX
LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification

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of this Article IX shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

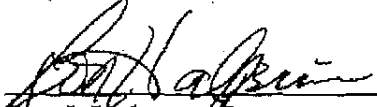
ARTICLE X
INDEMNIFICATION

The Corporation shall indemnify, to the fullest extent permitted by law as now or hereafter in effect, the Incorporator, any officer or director of the Corporation. Without limiting the generality of the foregoing, the By-laws may provide for indemnification of the officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

ARTICLE XI
AMENDMENT

These Articles of Incorporation may be amended by resolution adopted by the majority vote of the Board of Directors or the Shareholders. All actions, including, but not limited to, amendment of the Articles of Incorporation, required to be taken at any meeting may be taken by written consents as provided in the FBCA, as now amended, or as same may be amended in the future.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 16th day of May 2003.



Ron J. Halperin, Incorporator

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF REGISTERED AGENT

OF

IMAGINE DEPENDABLE SENIOR SERVICES, INC.

Pursuant to Section 607.0501 of the Florida Business Corporations Act, the following is submitted in compliance with said Act:

That Imagine Dependable Senior Services, Inc., desiring to organize under the laws of the State of Florida with its principal office at 8 Wilderness Run, Flagler Beach, Florida 32136, County of Flagler, State of Florida, has named Miami Center Registered Agents, LLC, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for the above corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of all statutes relative to the proper and complete performance of said duties, and I am familiar with and accept the obligations of my position of registered agent.

Dated this 16th day of May 2003.

MIAMI CENTER REGISTERED AGENTS, LLC

By: 
Ron J. Halperin, Vice President

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