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From:
Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850)521-1000
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FLORIDA PROFIT CORPORATION OR P.A.
ELDERCARE FALL CENTERS OF FLORIDA, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
ELDERCARE FALL CENTERS OF FLORIDA, INC.**

**ARTICLE I
NAME**

The name of the corporation is ElderCare Fall Centers of Florida, Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the Corporation is 1041 Ives Dairy Road, Suite 238, Miami, Florida 33179.

**ARTICLE III
REGISTERED AGENT**

The name of the Corporation's registered agent in the State of Florida is Thomas F. Panza, and the address of the Corporation's registered office is c/o Panza, Maurer & Maynard, P.A., Bank of America Building, 3600 North Federal Highway, Third Floor, Fort Lauderdale, Florida 33308.

**ARTICLE IV
INCORPORATOR**

The name and address of the incorporator of the Corporation is: Thomas F. Panza, Esquire, Panza, Maurer & Maynard, P.A., Bank of America Building, 3600 North Federal Highway, Third Floor, Fort Lauderdale, Florida 33308.

**ARTICLE V
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida, and the Corporation shall have all of the powers conferred upon corporations organized under the laws of the State of Florida to carry out such purpose.

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**ARTICLE VI
TERM**

The Corporation shall have perpetual existence.

**ARTICLE VII
CAPITAL STOCK**

The corporation is authorized to issue 100,000 shares of common stock, par value \$.01 per share.

**ARTICLE VIII
INDEMNIFICATION**

The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida law.

**ARTICLE IX
DIRECTORS**

The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director is:

David C. Schwartz, Ph.D.
1041 Ives Dairy Road, Suite 238
Miami, FL 33179

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of November, 2003.


Thomas E. Papza, Incorporator

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ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

By:


THOMAS E. PANZA

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