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Florida Department of State  
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To: Division of Corporations  
Fax Number : (850) 205-0381

From: Account Name : YOUR CAPITAL CONNECTION, INC.  
Account Number : I20000000257  
Phone : (850) 224-8870  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**ELDERHELPER USA, INC.**

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**ARTICLES OF INCORPORATION**

**OF**

**ELDERHELPER USA, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I: NAME**

The name of the corporation is **ELDERHELPER USA, INC.**

**ARTICLE II: PRINCIPAL OFFICE**

The principal place of business and mailing address of the corporation is **1550 N.E. Miami Gardens Drive, #507, No. Miami Beach, FL. 33179**

**ARTICLE III: CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having a par value of (\$1.00) per share.

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**ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is **Terry Abrams Berger, 1550 N.E. Miami Gardens Drive, #507, No. Miami Beach, FL. 33179**

**ARTICLE V: OFFICERS AND DIRECTORS**

The name and address of the initial Officer and Director is,  
**Terry Abrams Berger, 1550 N.E. Miami Gardens Drive, #507, No. Miami Beach, FL. 33179**

**ARTICLE VI: SPECIAL PROVISIONS**

It is the intent of the incorporator and directors that the corporation qualify under Section 1244 of the Internal Revenue Code and that the corporation file as a Sub S Corporation. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

**ARTICLE VII: INCORPORATOR**

The name and address of the incorporator of these Articles of Incorporation is **Your Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.**

The undersigned has executed these Articles of Incorporation this 5<sup>th</sup> day of April 2005.  
Your Capital Connection, Inc. by Weimar Lopez, Client Representative



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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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: Elderhelp USA, Inc.

2. The name and street address of the registered agent and office is: Terry Abrams  
Berger, 1550 N.E. Miami Gardens Drive #507,  
No. Miami Beach, FL 33179

HAVE 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.

Terry Abrams

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