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D. WHITE APR 20 2007

ARTICLES OF INCORPORATION

OF

BETHESDA LOVING CARE CENTER, INC

FILED
07 APR 19 PM 12:33
SECRETARY OF STATE
FLORIDA

The undersigned subscriber, desiring to form a corporation under and pursuant to the laws of the State of Florida, for the Purposes hereinafter stated, hereby make, subscribe and Acknowledge before a notary public and file with the Secretary of State of Florida, these Articles of Incorporation, as follows:

ARTICLE I

NAME

The name of this corporation shall be:

BETHESDA LOVING CARE CENTER, INC

ARTICLE II

DURATION

This corporation is to commence its corporate existence on the date of the filing of these Articles of Incorporation and shall exist perpetually thereafter until dissolved sooner according to law.

ARTICLE III

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States of America and of The State of Florida.

ARTICLE IV

CAPITAL STOCK

The total subscribed capital stock of this corporation shall consist of Five Hundred (500.00) shares of common stock having a par value of one dollar (\$1.00) per share, which said capital stock shall be payable in lawful money of the United State of America, or in property, labor or service, rendered or to be rendered pursuant to written agreement in accordance with Florida Statutes Chapter 607, at a valuation to be fixed by the shareholders or Board of directors, in the manner provided for by statute.

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorated shares Thereof (as nearly may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE & AGENT

The address of the initial registered office of the corporation is located at 7523 Kimberly Blvd, North Lauderdale, FL 33068 and the name of the initial registered agent of this corporation at this address is Willem Philippi

ARTICLE VII

DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1).
The name and address of the initial Board of Directors of this Corporation are:

**WILLEM PHILIPPI
7523 KIMBERLY BLVD
NORTH LAUDERDALE, FL 33068**

**ALBERT CHARLES
7201 SW 3RD COURT
NORTH LAUDERDALE, FL 33068**

**JESULIA PHILIPPI
7523 KIMBERLY BLVD
NORTH LAUDERDALE, FL 33068**

**DELICIA JEUDY CHARLES
7201 SW 3RD COURT
NORTH LAUDERDALE, FL 33068**

The shareholders or directors shall elect a President, Secretary and Treasurer and such other Corporate Officers from time to time as deemed advisable. It shall not be necessary for any Officer or Director to own stock in the corporation.

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

WILLEM PHILIPPI
7523 KIMBERLY BLVD
NORTH LAUDERDALE, FL 33068

ARTICLE IX

MANAGEMENT

The business of this corporation may be conducted by its Shareholders rather than by the Board of Directors. And managed by the shareholders, then an act authorized by fifty one percent (51%) vote of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the shareholders.

ARTICLE X

ELECTION BY A SMALL BUSINESS CORPORATION

This corporation reserves the right to elect to qualify as a "Small Business Corporation" under Subchapter S of the Internal Revenue Code for income tax purposes.

ARTICLE XI

DIRECTORS QUORUM AND VOTING

A majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of fifty one percent (51%) of the directors present, or, if a director or directors have abstained from voting because of an interest in the Matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE XII

TRANSACTION S BETWEEN RELATED CORPORATION

No contract or transaction between this corporation and any other corporation or entity shall be affected or invalidated by the fact that any one or more of the directors of this corporation Is or are interested in, or is a director, officer or fiduciary, or are directors, officers or fiduciaries, of such other corporation or entity.

ARTICLE XIII

BYLAWS

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors are hereby authorized to adopt, alter, amend or repeal bylaws at their pleasure, so long as such bylaws are in accordance with the laws of the State of Florida.

ARTICLES XIV

SHAREHOLDRES QUORUM AND VOTING

Fifty one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the Fifty One (51%) percent of the shares represented at the meeting and entitled to vote on the matter shall be the act of the Shareholders.

ARTICLE XV

INDEMNIFICATION

The corporation shall indemnify any of its agents, officers or directors to the full extent permitted by law.

ARTICLE XVI

AMENDMENTS

This corporation reserves the rights to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on Shareholdres herein are granted subject to this reservation.

ARTICLE XVII

PRINCIPAL OFFICE AND MAILING ADDRESS

**The principal office and mailing address for this corporation
Is:**

**7523 KIMBERLY BLVD
NORTH LAUDERDALE, FL 33068**

**IN WITNESS WHEREOF, the undersigned has hereunto set his hand
And seal this Thursday, April 12, 2007**


Incorporator: **WILLEM PHILIPPI**

STATE OF FLORIDA)


SS.

COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this Thursday, April 12, 2007 before
Me, a notary public, authorized in the State and County named
Above to take acknowledgements, personally appeared
WILLEM PHILIPPI
to me well known to be the person described as
Incorporator, in and who executed the forgoing Articles of
Incorporation, acknowledged before me that he subscribed to these
Articles of Incorporation, and the facts therein are truly set
Forth.

WITNESS my hand and official seal at North Miami Beach, Dade County, Florida,

The year and day aforesaid.


NOTARY PUBLIC, STATE OF FLORIDA



Milton G. Omier
Commission # DD354762
Expires: SEP. 19, 2008
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07 APR 19 PM 12: 33

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TALLAHASSEE, FLORIDA

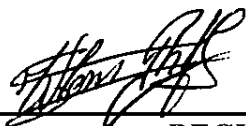
**RESIDENT
CERTIFICATE**

**In pursuant of Chapter 84.0091, Florida Statutes, the following is submitted in compliance with
Said Act:**

FIRST: That BETHESDA LOVING CARE CENTER, INC, Desiring to organize under the law of the State of Florida, with its initial office, as indicated in the Articles of Incorporation, in the city of North Lauderdale, County of Broward, State of Florida, has named WILLEM PHILIPPI as its agent to accept service of process within this state .

ACKNOWLEDGEMENT

Stated corporation, at the place designated in this certificate, I hereby agree to comply with the provisions of Said Act relative to keeping open Said Office.



REGISTERED AGENT
Thursday, April 12, 2007