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DIVISION OF CORPORATION

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**CALUSA ADULT CARE, INC.**

Certificate of Status	0
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80-61-9

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**ARTICLES OF INCORPORATION  
OF  
CALUSA ADULT CARE, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

**ARTICLE I NAME**

The name of the corporation shall be: CALUSA ADULT CARE, INC. The principal place of business of this corporation shall be: 13871 SW. 112nd. Street, Miami, Florida, 33186.

**ARTICLE II NATURE OF BUSINESS**

The corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state.

**ARTICLE III CAPITAL STOCK**

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 100 all of which shall be common shares (\$1.00) per value each.

**ARTICLE IV TERM OF EXISTENCE**

This corporation is to exist perpetually unless dissolved according to law.

Prepared by:  
CASTILLO & ASSOCIATES, INC.  
542 SW. 12<sup>th</sup>. Avenue Ste. 5  
Miami, Florida, 33130  
(305) 649-3403

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#### **ARTICLE V OFFICERS DIRECTORS**

The name(s) and street address(es) of the initial officer(s) and director(s), if any who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

<b>MARIA DEL CARMEN DIAZ</b>	<b>President</b>	<b>10510 SW. 142<sup>nd</sup> Avenue Miami, Florida, 33186</b>
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#### **ARTICLE VI INCORPORATORS**

The name(s) and street address(es) of the incorporator(s) to these articles of incorporation is(are):

<b>MARIA DEL CARMEN DIAZ</b>	<b>10510 SW. 142<sup>nd</sup> Avenue Miami, Florida, 33186</b>
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#### ARTICLE VII FINANCIAL INFORMATION

The corporation shall be required to file a balance sheet and a profit and loss statements to it's registered office. This provision shall be deemed to have been ratified by the shareholders each fiscal year no later than four (4) months after the close of such year.

#### ARTICLE VIII PREEMPTIVE RIGHTS

Should any stockholder wish to dispose of this stock it shall first be offered to the remaining shareholders, at a price no greater than a bona-fide offer by any third person, and said shall be available for a period of ninety (90) days to such remaining shareholders. In the event that any of said stock is not purchased by any of the remaining shareholders within ninety (90) days of the offer, the stockholders may then sell said to a third person.

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation, this 18<sup>th</sup> day of June, 2008.

Signature(s) of Incorporator(s)

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned 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:

CALUSA ADULT CARE, INC.

2. The name and address of the registered agent and office is:

MARIA DEL CARMEN DIAZ

10510 SW. 142<sup>nd</sup> Avenue, Miami, Florida, 33186.

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Signature: *Maria Del Carmen Diaz*

Title: President

Date: June 18<sup>th</sup>, 2008.

Having been named to accept service of process for the above state corporation, at the place designated in this certificate. I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.

Signature: *Maria Del Carmen Diaz*

Date: June 18<sup>th</sup>, 2008.

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