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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399

FROM: KATZ, BARRON, SQUITERO & FAUSTPA  
2699 S BAYSHORE DR  
7TH FLOOR  
MIAMI FL 33133-

FAX: (904) 922-4000

CONTACT: ANA C HARRIS, ESQ.  
PHONE: (305) 856-2444  
FAX: (305) 285-9227

((H95000000344))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: PROFESSIONAL CARE II, INC.

FAX AUDIT NUMBER: H95000000344

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/10/1995

TIME REQUESTED: 11:46:51

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 4

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ARTICLES OF INCORPORATION  
OF  
PROFESSIONAL CARE II, INC.

ARTICLE I

NAME

The name of the corporation is PROFESSIONAL CARE II, INC. The mailing address of the corporation shall be c/o 2699 South Bayshore Drive, 7th Floor, Miami, Florida 33133.

ARTICLE II

DURATION

This corporation shall have a perpetual existence commencing upon filing of the Articles of Incorporation with the Secretary of State.

ARTICLE III

PURPOSE

The corporation shall be authorized to engage in and transact any and all lawful business within and without the State of Florida

Fax Audit No. H95000000344  
This instrument prepared by:  
Marc L. Faust, Esq.  
Fla. Bar No. 237272  
KATZ, BARRON, SQUITERO & FAUST  
2699 South Bayshore Drive  
Seventh Floor  
Miami, Florida 33133  
(305)856-2444

Fax Audit No. H95000000344

or United States for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE IV

POWERS

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue 600 shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either 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 directors of this corporation are:

JACOB SHAHAM  
1351 N. Krome Ave.  
Homestead, FL

HELEN SHAHAM  
1351 N. Krome Ave.  
Homestead, FL

AVI BITTAN  
1351 N. Krome Ave.  
Homestead, FL

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ARTICLE VII

INCORPORATOR

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

MARC L. FAUST, Esq.  
Katz, Barron, Squitiro & Faust  
2699 South Bayshore Drive - 7th Floor  
Miami, Florida 33133

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2699 South Bayshore Drive, 7th Floor, Miami, Florida 33133, and the name of the initial registered agent of this corporation at that address is CORPCO, INC.

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 10<sup>th</sup> day of January, 1995.

  
\_\_\_\_\_  
MARC L. FAUST, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above corporation at the place designated in the

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Articles of Incorporation, we hereby accept this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and do hereby further state that we may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article VII of such Articles.

IN WITNESS WHEREOF, as said registered agent, we have caused this Statement to be signed on this 10<sup>th</sup> day of January, 1995.

CORPCO, INC.

By   
ALBERT J. XIQUES, Vice President

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10/09/96

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4000

FROM: KATZ, BARRON, SQUITERO & FAUST, P.A.  
CONTACT: ALBERT J XIQUES  
PHONE: (305) 856-2444

ACCT#: 072627002473

FAX #: (305) 285-9227

NAME: PROFESSIONAL CARE II, INC.

AUDIT NUMBER.....H96000014178

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..1

PAGES..... 1

CERT. COPIES.....0

DEL.METHOD.. FAX

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 9, 1996

PROFESSIONAL CARE II, INC.  
11355 S.W. 84 STREET  
MIAMI, FL 33173

SUBJECT: PROFESSIONAL CARE II, INC.  
REF: P95000002506

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain  
Corporate Specialist

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Letter Number: 996A00046032

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION OF  
PROFESSIONAL CARE II, INC.


1. Article "I" of the Articles of Incorporation of PROFESSIONAL CARE II, INC. is hereby amended as follows:

"NAME. The name of this Corporation is PALCARE, INC. The mailing address of the corporation shall be 11355 Southwest 84th Street, Miami, Florida 33173."

2. The foregoing Amendment was adopted by all of the shareholders and all of the members of the Board of Directors of the corporation on the 8th day of October, 1996, in accordance with Florida Statutes 607.1006.

IN WITNESS WHEREOF, the undersigned President and Secretary of the corporation have executed these Articles of Amendment to the Articles of Incorporation this 8th day of October, 1996.

  
JACOB SHAHAM, President

  
HELEN SHAHAM, Secretary

hr\\...\\shaham\\11070038\\palcare.amd

Fax Audit No. H96000014178  
This instrument prepared by:  
Marc L. Faust, Esq.  
Fla. Bar No. 237272  
KATZ, BARRON, SQUITERO, FAUST  
& BERMAN, P.A.  
2699 South Bayshore Drive  
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