

FLORIDA CARE CENTER, INC.
876 116TH AVE N. #102
ST. PETERSBURG, FL. 33716

P95000016374

FLORIDA
DIVISION OF INCORPORATION
P.O. BOX 6327
TALLAHASSEE, FL. 32314

800001418428
-03/01/95- 01058--004
****122.50 ****122.50

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for the above described new corporation. We would ask that this corporation be registered with the State of Florida as a new corporation and return said articles to the undersigned upon approval.

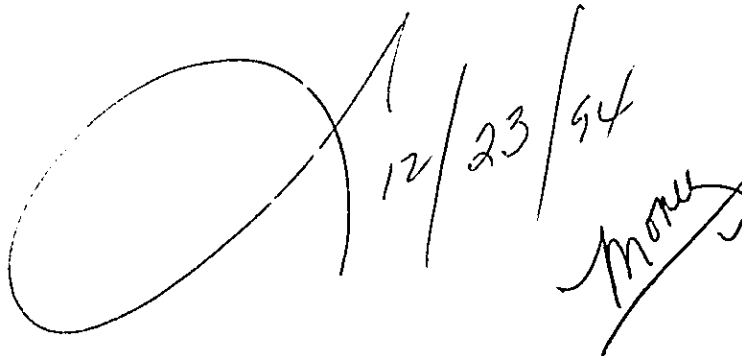
Should there be any problems with the name or the Articles themselves please contact the undersigned as soon as possible at 305-632-2333.

Thank you in advance for your assistance.

Sincerely,


ROGER EITNER

FILED
95 FEB 28 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


12/23/94
Mony



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 27, 1994

ROGER ETTNER
FLORIDA CARE CENTER INC.
876 116TH AVENUE NORTH #102
ST. PETERSBURG, FL 33716

SUBJECT: FLORIDA CARE CENTER, INC.
Ref. Number: W94000027260

We have received your document for FLORIDA CARE CENTER, INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

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) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 494A00054367

STANLEY M. NEWMARK, P.A.

ATTORNEY AT LAW

9400 SOUTH DADELAND BOULEVARD

SUITE 300

MIAMI, FLORIDA 33156

TELEPHONE (305) 670-7826

FAX (305) 670-4847

February 22, 1995

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Florida Care Center, Inc.

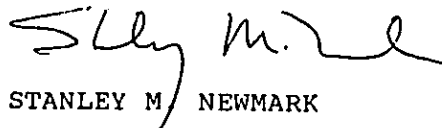
Dear Sirs:

Please be advised that the undersigned represents Florida Care Center, Inc. It is my understanding that Articles of Incorporation were forwarded to the Division of Corporations in December of 1994 by Roger Eitner. On December 27, 1994, the Division of Corporations informed Mr. Eitner that a check in the amount of \$122.50 was not enclosed with the corporate documents and that the Division would retain the documents until the filing fee was received.

Accordingly, I am enclosing a check in the amount of \$122.50 in payment of the fees associated with incorporating Florida Care Center, Inc. Once incorporated, please return the Certificate of Incorporation, recorded Articles and any other documents to this office.

I thank you for your cooperation, and in the event that you have any questions, or have need for further information, please do not hesitate to contact me.

Sincerely yours,



STANLEY M. NEWMARK

SMN:cag
Enclosure
cc: Mr. James Creighton

ARTICLES OF INCORPORATION

OF

FLORIDA CARE CENTER, INC.

FILED
95 FEB 20 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be:

FLORIDA CARE CENTER, INC.

The business address of this corporation shall be:

876 116TH AVE N.

#102

ST. PETERSBURG, FL. 33716

ARTICLE II

This corporation shall have authority to engage in any activity or business permitted under the laws of the United States and of the State of Florida, including, but not limited to, any and all acts whatsoever in order to implement the business purpose of the corporation.

ARTICLE III

This corporation is authorized to issue 500 shares of common stock, at par value of \$1.00 per share.

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders. No

holder of common stock of this corporation shall be entitled to any right of cumulative voting.

ARTICLE IV

The initial registered agent and the street address of the initial registered office of this corporation is:

ROGER EITNER 876 116TH AVE N.#102
ST. PETERSBURG, FL. 33716

ARTICLE V

The corporation shall have ONE (1) directors initially. The number of directors may be increased from time to time by a majority of the shareholders, but shall never be less than one. The name and address of the initial directors are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
ROGER EITNER	President SECY/TREAS	876 116TH AVE N., #102 ST. PETERSBURG, FL.33716

ARTICLE VI

The name and address if the incorporator is:

ROGER EITNER 876 116TH AVE N. # 102
ST. PETERSBURG, FL. 33716

ARTICLE VII

1. The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time either by the stockholders or the directors. The directors may not alter, amend or repeal any Bylaw adopted by the stockholders, nor

may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the stockholders.

2. Any incorporator or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors, shall conclusively be deemed to have received proper notice of such meeting unless that person makes objection at such meeting to any defect or insufficiency of notice.

3. Each director and officer of the corporation whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred by or imposed upon said director or officer in connection with or arising out of any claim, demand, action, suit or proceeding in which said director or officer may be or to which said director or officer may be made a party by reason of being or having been a director or officer of the corporation, said costs and expenses to include attorney's fees and the costs of reasonable settlement made with a view to curtailment of costs of litigation, except in relation to matters as to which officer or director finally be adjudged in any such action, suit or proceeding to have been derelict in the performance of duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which said officer or director may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors, and administrators of such director or officer.

4. A director or officer of the corporation shall not be disqualified from office for dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer of any firm of which any director or officer is a member of

any corporation of which any director or officer is a stockholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved by either: (a) a vote of a majority of the Board of Directors having no interest in such contract or transaction; or (b) the written consent or vote of a majority of the outstanding shares of stock in the corporation entitled to vote. A director interested in the contract or transaction who is present may participate in the meeting and may be counted for quorum purposes. Additionally, no director or officer shall be liable to account to the corporation for any profits realized by, from, or through and such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he or she, or any firm of which he or she is a member, or any corporation of which he or she is a stockholder, officer, or director, has any interest in such transaction or contract. Nothing contained herein shall create liability in the events above-described or prevent the authorized approval of such contracts in any other manner permitted by law.

The undersigned hereby declares and certifies that the facts herein stated are true, and,
accordingly, executes these Articles of Incorporation on this the 21st day of DECEMBER
1994.



ROGER EITNER

STATE OF FLORIDA)

COUNTY OF PINELLAS)

KNOW ALL MEN BY THESE PRESENTS:

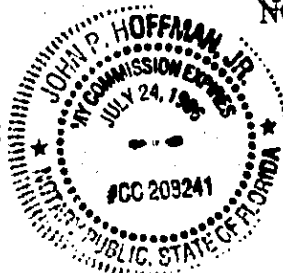
BEFORE ME, the undersigned authority, personally appeared ROGER EITNER,
personally known to me, who acknowledged before me that he executed the forgoing
instrument on this the 21 day of DEC, 1994.

IDA: FL DL



NOTARY PUBLIC

My commission expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That FLORIDA CARE CENTER, INC., desiring to organize under the laws of the State of Florida with its principle office, as indicated in the Articles of Incorporation in the City of St. Petersburg, County of Pinellas, State of Florida, has named ROGER EITNER, as its agent to accept service of process within this state:

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.



ROGER EITNER

FILED
95 FEB 28 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA