

05/11/95

FAS-T CORPORATE AGENTS

P. 001

CHARGE, PLEASE PRINT NAME, ADDRESS, CITY, STATE, ZIP, PHONE, FAX, E-MAIL, AND OTHER INFORMATION.

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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: FAS-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166-

33401-6194

TALLAHASSEE, FL 32399

CONTACT: LIDIA FERNANDEZ

FAX: (904) 922-4000

PHONE: (305) 599-0039

FAX: (305) 592-9591

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: FLORIDIAN HOME CARE OF DADE, INC.

FAX AUDIT NUMBER: H95000005323

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/11/1995

TIME REQUESTED: 14:35:25

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 1

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$78.75

ACCOUNT NUMBER: 071001002335

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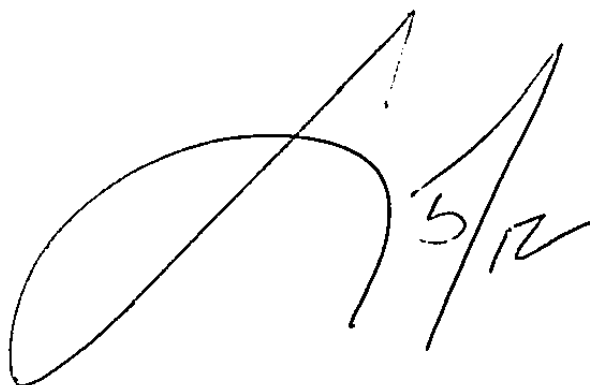
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ARTICLES OF INCORPORATION

OF

FLORIDIAN HOME CARE OF DADE, INC.

ARTICLE I. NAME

The name of this corporation shall be FLORIDIAN HOME CARE  
OF DADE, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at  
the time of the filing of these Articles Of Incorporation by the  
Board of Directors. This corporation's duration shall be  
perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of adult  
congregate living facility, nursing home, health care engaging in  
the transaction of any and all business activities permitted under  
the laws of FLORIDA and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1,500 par  
value shares of common capital stock.

This Instrument Prepared By:

Antonio J. Soto, III, Esq.  
8500 West Flagler St.  
Suite A-105  
Miami, Florida 33144-2037  
(305) 227-2700  
FLORIDA BAR NO.: 302163  
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#### ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

#### ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to the other shareholder or shareholders as follows:

Every shareholder, upon the sale of any of the shares which either he or she may own shall first offer these shares to the other shareholder or shareholders at the price at which such shares are being offered to others. This offer shall be made by certified mail - return receipt requested to the last known address of the other shareholder or shareholders. If the other shareholder or shareholders either decline fails or refuses the offer being made to them after thirty (30) days from the date of mailing have past this offer shall be deemed rejected by them and the selling shareholder shall be free to sell his or her stocks to a third party and shall have the right to dispose of such shares without further restrictions. In case that there is no outside offer to purchase and one of the shareholder wishes to sell the selling price of the stock shall be arrived by a third party accountant (CPA) who shall determine the fair market value of the stock.

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On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain  
Transfer Restrictions Imposed By This  
Corporation's Articles Of Incorporation, A  
Copy Of Which Is On File At This Corporation's  
Principal Office."

#### ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be Two (2). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Marta Yee	Pres., Treasurer	750 shares
9271 S.W. 149th Court		
Miami, FL 33196		

and

Jose Zarza	Vice Pres., Sec.	750 shares
19080 N.W. 57th Avenue, Apt. 303		
Miami, Florida 33015		

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**ARTICLE VIII. INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

**ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 9271 S.W. 149th Court, Miami, Florida 33196.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Jose Zarza.

**ARTICLE X. INCORPORATOR**

The name and address of the individual who shall serve as this corporation's incorporator are: Marta Yee and Jose Zarza.

**ARTICLE XI. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

  
\_\_\_\_\_  
MARTA YEE - Incorporator

  
\_\_\_\_\_  
JOSE ZARZA - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of FLORIDIAN HOME CARE OF DADE, INC.

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I hereby state that I am familiar with and accept the duties  
and responsibilities as registered agent for FLORIDIAN HOME CARE  
OF DADE, INC.

*[Signature]*

JOSE ZARZA - Registered Agent

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95 MAY 12 AM 9:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

State Of FLORIDA

County Of DADE

On May 11, 1995, JOSE ZARZA, designated above as  
the individual who shall serve as the corporation's initial  
registered agent and incorporator and director, who is personally  
known to me, or produced a FLORIDA driver's license as  
identification, personally appeared before me at the time of  
notarization, and, after being given the oath, acknowledged signing  
these Articles of Incorporation Of FLORIDIAN HOME CARE OF DADE, INC.

*[Signature]*  
Notary Public

ANA G. RODRIGUEZ  
(Notary Public - Printed Or Typed Name)  
Commission Expiration Date & Commission Number:



ANA G. RODRIGUEZ  
My Commission CC488881  
Expires Aug. 18, 1998  
Bonded by H&M  
800-488-1888

(SEAL)

State of FLORIDA

County of DADE

On May 11, 1995, MARTA YEN, designated above as  
the individual who shall serve as the corporation's initial  
incorporator and director, who is personally known to me, or  
produced a FLORIDA driver's license as identification, personally  
appeared before me at the time of notarization, and, after being  
given the oath, acknowledged signing these Articles of  
Incorporation Of FLORIDIAN HOME CARE OF DADE, INC.

*[Signature]*  
Notary Public

ANA G. RODRIGUEZ  
(Notary Public - Printed Or Typed Name)  
Commission Expiration Date & Commission Number:



ANA G. RODRIGUEZ  
My Commission CC488881  
Expires Aug. 18, 1998  
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