

MARC J. POSTELNEK
A Professional Association
407 Lincoln Rd Suite 10 B
MIAMI BEACH, FLORIDA 33139

(305) 538-7210

SECRETARY OF STATE
DIVISION OF CORPORATIONS
401 E. GAINES ST
TALLAHASSEE, FL 32301

GENTLEMEN:

ENCLOSED PLEASE FIND ARTICLES OF INCORPORATION
FOR ELDER'S PARADISE, INC. AND MY CHECK FOR
\$122.50. PLEASE FILE AND RETURN A CERTIFIED
COPY TO ME.

THANK YOU.

VIA FEDEX 9113230803

Message
Reply

DATE

6/30/95

FAX NO.

ATTENTION

SUBJECT

ELDER'S PARADISE, INC.

PRIORITY

URGENT!

SOON AS POSSIBLE

NO REPLY NEEDED

91500052661

SIGNED:

REPLY TO

MPortk

DATE OF SIGNATURE

JK

100001529051

-07/03/95--01032--011

+++122.50 +++122.50

SIGNED:

SENDER: MAIL RECIPIENT WHITE AND PINK SHEETS.

ARTICLES OF INCORPORATION
OF
ELDER'S PARADISE, INC.

WE, the undersigned, do submit these Articles for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations.

ARTICLE I

The name of the corporation shall be: ELDER'S PARADISE, INC. Its business shall be carried out at 7331 N.W. 66th St. Miami, Dade County, FL 33156, or at such other points or places in the State of Florida, the United States, or foreign countries as may, from time to time, be authorized by the Board of Directors.

ARTICLE II

The general nature of the business or businesses to be transacted by the Corporation is as follows:

The transaction of any or all lawful business for which corporations may be incorporated under Florida Statutes 607 et seq.

ARTICLE III

The maximum number of shares of stock this Corporation is authorized to have outstanding at any time shall be 1000 shares of Common Stock at \$1.00 Dollar par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor, or services, at a just valuation to be fixed by the Incorporators or by the Directors at the meeting called for such purpose.

ARTICLE IV

This Corporation shall begin business with a capital of \$102.00 Dollars and the undersigned incorporators do hereby state that there has already been paid into the Corporation on behalf of the subscribers set forth herein the sum of \$102.00 Dollars.

ARTICLE V

This Corporation shall exist perpetually.

ARTICLE VI

The business of this Corporation shall be conducted by a Board of Directors of not less than two (2) Directors, the exact number of Directors to be fixed by the Bylaws of this Corporation. Directors must be stockholders.

ARTICLE VII

The names and post office addresses of the first Board of Directors of this Corporation, who shall hold office until the organizational meeting of this Corporation, and until their successors are elected and have qualified are:

JORGE VEITIA
81 N. Hibiscus Dr.
Miami Beach, Fl. 33139

LEONIDES VEITIA
81 N. Hibiscus Dr.
Miami Beach, Fl. 33139

ARTICLE VIII

The offices to be held are as follows:

JORGE VEITIA	-	PRESIDENT
LEONIDES VEITIA	-	SECRETARY/TREASURER

ARTICLE IX

The names and post office addresses of each subscriber of these Articles of Incorporation, and a statement of the number of shares of stock which each agrees to take is as follows:

<u>NAME</u>	<u>SHARES</u>	<u>VALUE</u>
JORGE VEITIA 81 N. Hibiscus Dr. Miami Beach, Fl. 33139	51	\$51.00
LEONIDES VEITIA 81 N. Hibiscus Dr. Miami Beach, Fl. 33139	51	\$51.00

ARTICLE X

The name and address of the initial registered agent is:

JORGE VEITIA, 7330 N.W. 66th St. Miami, Dade County, Fl. 33166.

ARTICLE XI

To the extent permitted by law, the Corporation shall indemnify and hold harmless each person serving as a director or officer of the Corporation, and each person who serves at the request of the Corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his/her being director or officer of the Corporation, or by reason of any action alleged to have been taken or omitted

by him/her as a director or officer. The Corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him/her in connection with any claim of liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

ARTICLE XII

No contract or other transaction between this Corporation and any other firm or corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporations are pecuniarily or otherwise interested in, or are directors or officers of, such other firm or corporation, provided that the fact that he/she is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the Corporation who is also a director or officer of such other corporation, or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such

contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he/she were not a director or officer of such other corporation or not so interested.

ARTICLE XIII

The Shareholders of the Corporation are hereby granted preemptive rights as conditions precedent to the issuance or sale of any additional stock of the Corporation.

ARTICLE XIV

The transferability or assignment of the stock of the Corporation has been restricted pursuant to that certain Agreement between the Shareholders of the Corporation.

ARTICLE XV

The Shareholders of the Corporation have entered or will be entering into a certain Shareholders' Agreement.

ARTICLE XVI

The provisions of this Charter, and each and every article and section hereof, and the Bylaws of this Corporation shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association, and/or corporation dealing with this Corporation is hereby charged with notice and knowledge of this Corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals
this 29 day of June, 1995.

[Signature] (SEAL)
JORGE VEITIA

[Signature] (SEAL)
LEONIDES VEITIA

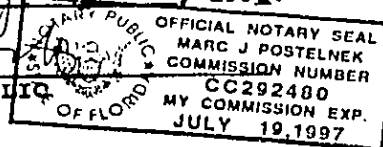
STATE OF FLORIDA)
COUNTY OF DADE) SS:

BEFORE ME, the undersigned authority, personally
appeared JORGE VEITIA, and LEONIDES VEITIA, to me well known to
be the persons described in and who executed and subscribed the
foregoing Articles of Incorporation, and they acknowledged before
me that they executed the same for the purposes therein
expressed.

WITNESS my hand and official seal in the County and State
aforesaid this 29 day of June, 1995.

My Commission Expires:

[Signature]
NOTARY PUBLIC



**CERTIFICATE DESIGNATING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED WITHIN THIS STATE**

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

First, that ELDER'S PARADISE, INC., a Florida Corporation
qualified to do business under the laws of this State, with its
principal office located at 7331 N.W. 66th St. Miami, Dade
County, Fl. 33166, has appointed JORGE VEITIA, 7330 N.W. 66th
St. Miami, Dade County, Fl. 33166, as its agent to accept
service of process within this State.

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 provisions of said Act relative to keeping
open said office.



JORGE VEITIA
7330 N.W. 66th St.
Miami, Dade County, Fl. 33166