

P95000056180

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
JUL 19 1993

SUBJECT: ALTERNATIVE CARE WORKS, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: ROBERT J. COLE
Name (printed or typed)
P.O. Box 2771
Address
WEST PALM BEACH, FL 33402
City, State & Zip
(407) 659-8098
Daytime Telephone number

7/19

NOTE: Please provide the original and one copy of the articles.

FILED
95 JUL 19 AM 10 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I

The name of the corporation is Alternative Care Works, Inc.

ARTICLE II

The principal place of business and mailing address of the corporation is:

401 Executive Center Drive
No. J103
West Palm Beach, Florida 33401

ARTICLE III

The corporation shall have the authority to issue 100,000 shares of common stock, in one class only, each with No par value.

ARTICLE IV

The registered agent of the corporation is Robert S. Coker and the registered address is 401 Executive Center Drive, No. J103, West Palm Beach, Florida 33401.

ARTICLE V

The initial Board of Directors shall have two (2) members whose names and addresses are as follows:

Robert S. Coker
401 Executive Center Drive, No. J103
West Palm Beach, Florida 33401

Judith P. Abbey
3404 Gardens East Drive, No. 21A
Palm Beach Gardens, Florida 33410.

ARTICLE VI

The name and street address of the incorporator to these Articles of Incorporation is:

Robert S. Coker
401 Executive Center Drive, No. J103
West Palm Beach, Florida 33401.

ARTICLE VII

All of the corporation's issued stock, exclusive of treasury shares, shall be held of record by not more than thirty (30) persons.

ARTICLE VIII

The corporation shall make no offering of any of its stock of any class which would constitute a "public offering" within the meaning of the United States Securities Act of 1933, as it may be amended from time to time.

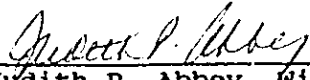
ARTICLE IX

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation or its shareholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

The undersigned incorporator has executed these Articles of Incorporation this 15th day of July, 1995.



Robert S. Coker, Incorporator



Judith P. Abbey, Witness

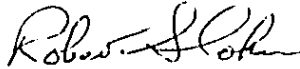
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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 is Alternative Care Works, Inc.
2. The name and address of the registered agent and office is:

Robert S. Coker
401 Executive Center Drive, No. J103
West Palm Beach, Florida 33401

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.



Robert S. Coker

7/15/95

Date