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TO: DIVISION OF CORPORATIONS FROM: CORPORATE CREATIONS INTERNATIONAL INC
DEPARTMENT OF STATE 401 OCEAN DR
STATE OF FLORIDA SUITE 312
409 EAST GAINES STREET MIAMI BEACH FL 33139-0000
TALLAHASSEE, FL 32399 CONTACT: JOSEPH C RODRIGUEZ
FAX: (904) 922-4000 PHONE: (305) 672-0686
FAX: (305) 672-9110
((H95000008949))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: AMERICARE MANAGEMENT GROUP INC.
FAX AUDIT NUMBER: H95000008949 CURRENT STATUS: REQUESTED
DATE REQUESTED: 08/14/1995 TIME REQUESTED: 15:40:47
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 1
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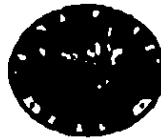
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Moetham
Secretary of State

August 15, 1995

CORPORATE CREATIONS INTERNATIONAL INC.

MIAMI BEACH, FL

SUBJECT: AMERICARE MANAGEMENT GROUP INC.
REF: WBG000016352

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

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please complete Article(s) V.

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If you have any questions concerning the filing of your document, please call (904) 487-8934.

Loria Poole
Corporate Specialist

FAK Aud. #: H95000008949
Letter Number: 395A00038106

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

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**Articles of Incorporation
of
AmeriCare Management Group Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. Name

The name of this Florida corporation is AmeriCare Management Group Inc.

Article II. Address

The mailing address of the Corporation is:

AmeriCare Management Group Inc.
P.O. Box 821840
South Florida, FL 33082-1840

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Corporate Creations Enterprises Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens, FL 33418

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the

H95000008949

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139
(305) 672-0686

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Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of August 15, 1995.

The authorized representative of the incorporator executed these Articles of Incorporation on August 15, 1995.

Corporate Creations International Inc.

By: Joseph P. Mata
Joseph P. Mata, Vice President

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

CORPORATION:
AmeriCare Management Group Inc.

REGISTERED AGENT:
Corporate Creations Enterprises Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens, FL 33418

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TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Corporate Creations Enterprises Inc.

By: Joseph P. Mata
Joseph P. Mata, Vice President

Date: August 15, 1995

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
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