

Debra Rescigno
821 Marbella Lane
Hypoluxo Island, Florida 33462

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporation
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sirs,

Enclosed please find Articles of Incorporation for PALM BEACH
ADULT CARE INC., along with a check in the amount of
\$70.00 for filing fee and designation of registered agent.

Also enclosed is a photocopy of the Articles. Please return to
me with the filing date stamped.

Thank you,

Debra Rescigno
Debra Rescigno

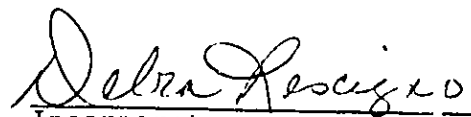
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ARTICLES OF INCORPORATION 95 AUG 30 PM 2:14

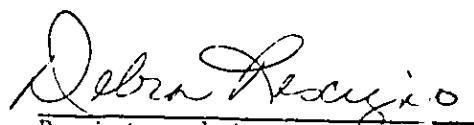
1. The name of the corporation is: PALM BEACH ADULT CARE INC.
2. The principal place of business and mailing address of the corporation is: 821 Marbella Lane, Hypoluxo Island, Florida 33462
3. The corporation shall have the authority to issue 100 shares of common stock, in one class, each with a par value of \$1.00.
4. The registered agent of the corporation is Debra Rescigno and the registered address is 821 Marbella Lane, Hypoluxo Island Florida 33462
5. The initial Board of Directors shall have 2 members whose names and addresses are as follows: Susanne Rescigno, 3525 South Ocean Blvd., South Palm Beach, Florida 33480 and Debra Rescigno, 821 Marbella Lane, Hypoluxo Island, Florida 33462. The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.
6. The incorporator of this corporation is Debra Rescigno whose address is 821 Marbella Lane, Hypoluxo Island, Florida 33462

Dated August 21, 1995


Incorporator

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

Dated August 21, 1995


Registered Agent