

09/08/95 14:01

FAS-T CORPORATE AGENTS

(305) 592-9591

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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- 311-

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ELDERLY CARE OF SOUTH FLORIDA, INC.

FAX AUDIT NUMBER: H95000010001

CURRENT STATUS: REQUESTED

DATE REQUESTED: 09/08/1995

TIME REQUESTED: 13:05:02

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** ENTER 'M' FOR MENU. **

FILED
95 SEP -8 PM 3:00

95 SEP -8 PM 3:09

9-11-95

H95000010001

**ARTICLES OF INCORPORATION
OF**

FILED
95 SEP -8 11:10:31
SEC. OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be **ELDERLY CARE OF SOUTH FLORIDA, INC.**

ARTICLE II

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$0.01 par value.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall exist in perpetuity.

Prepared by: Juan H. Lazaga
235 NW 25th St.
Miami, FL 33127
226-6221

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ARTICLE V

INITIAL PRINCIPAL OFFICE

The initial street address of the principal office of this corporation in the State of Florida shall be 235 N.W. 25 Street, Miami, Florida 33127.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The Initial Registered Agent and Office of this corporation shall be:

Juan H. Lazaga
235 N.W. 25 Street
Miami, Florida 33127

ARTICLE VII

DIRECTORS

- A Each member of the Board of Directors shall be at least eighteen (18) years of age.
- B The corporation shall have one (1) director initially and the number of directors may be increased or decreased pursuant to the Bylaws.

ARTICLE VIII

INITIAL DIRECTORS

The name and address of the members of the initial Board of Directors shall be:

<u>Name</u>	<u>Address</u>
Juan H. Lazaga	235 N.W. 25 Street Miami, Florida 33127

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ARTICLE IX

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INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Juan H. Lazaga
235 N.W. 25 Street
Miami, Florida 33127

ARTICLE X

AMENDMENT

The board of Directors may amend any part of the Articles of Incorporation, without shareholder action, including but not limited to the amendments permitted under 607.1002 of the Florida Business Corporation Act.

ARTICLE XI

SPECIAL ELECTION

The corporation expressly elects not to be governed by either 607.0901 or 607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, relating to affiliated transactions and control share acquisitions.

ARTICLE XII

PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares a shareholder holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of this issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of

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Incorporation this 8th day of September, 1995.

Juan H. Lazaga, Incorporator

STATE OF FLORIDA

COUNTY OF Dade

The foregoing instrument was acknowledged before me this 8th day of September, 1995, by JUAN H. LAZAGA, who is personally known to me or who has produced Florida Driver's License as identification and who did (did not) take an oath.



SIGNATURE OF NOTARYYanin Mesa Benavides
PRINTED NAME OF NOTARY

YANIN MESA BENAVIDES
Notary Public, State of Florida
My Comm. expires Sept 30, 1997
No. CG320075

COMMISSION EXPIRES

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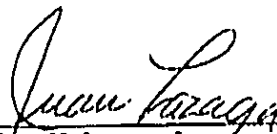
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICEFILED
95 SEP - 8 10:30

Pursuant to the provisions of Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

- 1 The name of the corporation is: **ELDERLY CARE OF SOUTH FLORIDA, INC.**
- 2 The name and address of the registered agent and office is:


Juan H. Lazaga
235 N.W. 25 Street
Miami, Florida 33127

by:


Juan H. Lazaga, Incorporator

Dated this 8th day of September, 1995.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.


Juan H. Lazaga, Registered Agent

Dated this 8th day of September, 1995.

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