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MANUEL ALONSO-POCH P.A.

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2100 PONCE DE LEON BOULEVARD  
CORAL GABLES, FLORIDA 33134

FILED

96 JAN -3 PM 12:41

AREA CODE (305) 443-0903  
FAX (305) 443-0903

November 20, 1995

VIA FEDERAL EXPRESS

SECRETARY OF STATE  
409 East Gaines Street  
Tallahassee, Florida 32399

ATTN: FILING DEPARTMENT

700001648087  
-11/21/95--01076--008  
\*\*\*122.50 \*\*\*122.50

Re: Filing Articles of Incorporation for  
Adult Care Services, Inc.

Dear Sir or Madam:

We enclose herewith the original Articles of Incorporation,  
for Adult Care Services, Inc.

Enclosed is our check in the amount of \$122.50 which  
represents your filing fees. A self addressed stamped envelope  
is also enclosed for your convenience.

Your prompt attention in this matter will be greatly  
appreciated.

Sincerely,

MANUEL ALONSO-POCH, P.A.,

*Carolina Valencia*  
Carolina Valencia  
Legal Secretary

W95-23143

502

Enclosures  
mcv/MAP

1-3-96  
24



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

November 27, 1995

CAROLINA VALENCIA  
MANUEL ALONSO-POCH P.A.  
2100 PONCE DE LEON BLVD., SUITE 1170  
CORAL GABLES, FL 33134

SUBJECT: ADULT CARE SERVICES, INC.  
Ref. Number: W95000023143

We have received your document for ADULT CARE SERVICES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kathy Hyman  
Document Specialist

Letter Number: 695A00051731

**ARTICLES OF INCORPORATION  
OF  
ADULT CARE PROGRAMS, INC.**

FILED  
96 JAN -3 PM 12:43  
SECRET  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms the following Corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of this corporation is ADULT CARE PROGRAMS, INC.

**ARTICLE II**

**PURPOSE**

The corporation is organized to engage in any and all businesses permitted under the laws of the State of Florida.

**ARTICLE III**

**CAPITAL STOCK**

The maximum number of shares of stock which this Corporation is authorized to issue seven thousand five hundred (7500) shares of common stock with one dollar par value. Said shares of stock may be issued only for a consideration having a fair value as may be determined by the board of directors.

**ARTICLE IV**

**TERM OF EXISTENCE**

This corporation is to exist perpetually from the date these Articles are filed with the Department of State, subject to the laws of the State of Florida.

**ARTICLE V**

**REGISTERED AGENT AND OFFICE**

The initial Registered Agent and the street address of the initial Registered Office of this corporation shall be OFELINA VIÑAS, 9963 SW 27 Terrace, Miami, Florida 33165.

The initial registered office is: 9963 SW 27 Terrace  
Miami, Florida 33165

## **ARTICLE VI**

### **DIRECTORS**

This corporation shall have at least one director initially. The number of directors may be changed from time to time in accordance with by-laws adopted by the directors, but the number shall never be less than one (1). The name and street address of the initial directors of the corporation is:

OFELINA VIÑAS	9963 SW 27 Terrace Miami, Florida 33165
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## **ARTICLE VII**

### **INCORPORATORS**

The name and street address of the incorporator is:

OFELINA VIÑAS	9963 SW 27 Terrace Miami, Florida 33165
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## **ARTICLE VIII**

### **PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class of series as that which he already holds, shall have the right to purchase his prorated share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## **ARTICLE IX**

### **CUMULATIVE VOTING**

At each election for Directors, cumulative voting by shareholders as set forth in Florida Statutes, Chapter 607.097 (4) shall be allowed.

## **ARTICLE X**

### **INDEMNIFICATION**

The Corporation shall indemnify any officer or Director or any

former officer or director, to the full extent permitted by law.

# ARTICLE XI

## AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

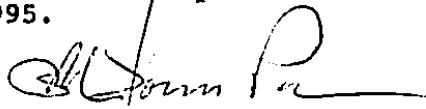
IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hands and seal this 2nd day of October, 1995.

  
OFELINA VIÑAS

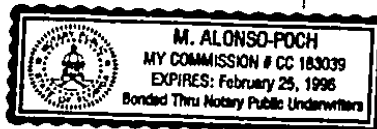
STATE OF FLORIDA     )  
                              ) SS  
COUNTY OF DADE     )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments personally appeared, OFELINA VIÑAS, ( ) who is personally known to me, ( ) or who produced \_\_\_\_\_ as identification and who did take an oath and are known to be the persons described in and who executed the foregoing instrument.

WITNESS my hand and official seal in the County and State last aforesaid this 2nd day of October, 1995.

  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above named corporation, at the place designated in these Articles, I hereby accept this appointment and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

*Ofelina Viñas*  
OFELINA VINAS  
Registered Agent

**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that ADULT CARE PROGRAMS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business 9963 SW 27 Terrace, Miami, Florida 33176, has named OFELINA VIÑAS of 9963 SW 27 Terrace, Miami, Florida 33165, as its agent to accept service of process within Florida.

Dated: October 2nd, 1995

*Ofelina Viñas*  
OFELINA VINAS  
Registered Agent

Having been named to accept service of process for the above named 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 performance of my duties.

*Ofelina Viñas*  
OFELINA VINAS  
Registered Agent