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December 19, 1995

Florida Division of Corporations
Dept. of State
New Filing Section
Overnight Mail
409 E. Gaines Street
Tallahassee, Florida 32301

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**Re: Filing of enclosed Lifetime Healthcare of Pompano, Inc.,
Articles of Incorporation**

Dear New Filings Section,

Enclosed please find the original and one copy of Articles of Incorporation for Lifetime Healthcare of Pompano, Inc, a check for payment of the filing fee in the amount of one hundred twenty two dollars and fifty cents, and a self addressed return envelope. Please return to me the enclosed copy of the Articles together with the certificate of filing in the self addressed return envelope.

Thank you.

Very Truly Yours,


Ramon Tourgeman, Esq.

JAN 4 1996 BSB

FILED
95 DEC 27 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
LIFETIME HEALTHCARE OF POMPANO, INC.**

FILED

95 DEC 27 PM 12:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associate together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of Florida, providing for the formation, liability, rights, privileges, and immunities of corporations for profit.

ARTICLE ONE

This corporation is organized and incorporated pursuant to Chapter 607 of the Florida Statutes.

ARTICLE TWO

The name of this corporation is LIFETIME HEALTHCARE OF POMPANO, INC.

ARTICLE THREE

The mailing address of this corporation is 550 S.W. 3rd Street, Suite 101, Pompano Beach, Florida 33060.

ARTICLE FOUR

This corporation shall commence its existence upon the filing of these Articles of Incorporation with the Secretary of State for the State of Florida, and the duration of its existence shall be perpetual.

ARTICLE FIVE

This corporation has been organized for the purpose of conducting any business for profit which is permitted to be conducted in the State of Florida, and its name may be used as a fictitious name by any corporation of which Daniel Cohen and German Fraynd are shareholders.

ARTICLE SIX

The total number of shares of stock which the corporation shall have the authority to issue is one hundred with no par value.

The corporation is not authorized to issue any shares of stock other than common voting stock.

The shares of stock may be purchased with property, labor, services, stock in another corporation, or U.S. currency, provided that it is purchased at a just valuation as fixed by a minimum of four fifths of the Directors at an appropriately held meeting.

All Stock is to be issued as fully paid and exempt from all assessments.

ARTICLE SEVEN

The name and Street address of the registered Agent for this corporation is:

Daniel Cohen
550 S.W. 3rd Street, Suite 101
Pompano Beach, Florida 33060.

ARTICLE EIGHT

All meetings of the shareholders shall be held at the principal office of the corporation, or any other place designated by the Board of Directors.

Unless otherwise provided, the notices of all shareholder meetings shall be given in the manner provided in Sections 607.0141 and 607.0705 of the Florida Statutes. All Notices of meetings shall include a description of the purpose or purposes for which the meeting is called.

In the event that an annual or special meeting is adjourned to a different date, time, or place, notice shall be given of the new date, time and place regardless of whether the new date, time and place was announced before the meeting was adjourned.

The annual meetings of the shareholders shall be held each year at 12 P.M. on the first Friday of January, and if this day falls on a legal holiday the annual meeting shall be held on the next immediately proceeding Friday.

Special meetings of the Shareholders may be called by any Officer, Director, or Shareholder of the Corporation

Those Shareholders holding at least eighty per cent of the outstanding and issued shares of the corporation shall constitute a quorum for the purpose of transacting any business or voting on any matters at all Shareholder meetings, and their presence shall be necessary, either in person or by proxy, in order for any business or voting to take place at any Shareholder meeting. Provided, that if the shares held by those Shareholders appearing at the meeting by proxy constitute more than fifty per cent of all the outstanding and issued shares of the corporation, then only that business or those issues addressed in the proxy may be discussed or put to a vote at the meeting.

Any action that may be taken at a Shareholder meeting may be taken without a meeting if the action is passed by a written consent signed by Shareholders that together hold at least eighty per cent of all the outstanding and issued shares of the corporation.

Only those persons whose names appear on the share transfer books of the corporation on the date notice of the meeting is mailed shall be entitled to vote at the meeting.

Besides when electing Directors, each Shareholder shall be entitled to one vote for each share of stock he or she owns on each matter submitted to a vote, and the affirmative vote of the Shareholders holding at least eighty per cent of all the outstanding and issued shares of the corporation is required for any Shareholder action to pass.

When electing Directors each Shareholder shall cumulate their shares as provided in Florida Statute Section 607.0728, so that each Shareholder shall have a number of votes equal to the number of shares held by the Shareholder multiplied by the number of Directors to be elected and each Shareholder may cast all of their votes for one candidate or distribute their votes among some or all of the candidates to the board. The Shareholders shall fill Mid-term Board vacancies by this process of cumulative voting.

At all Shareholder meetings, any Shareholder may appear in person or by written proxy executed and dated by the shareholder. Proxies shall cease to be valid if not used within two months after their execution, they shall all be exhibited to the State of Florida Secretary of State Office, and filed with the records of the corporation.

In the event a shareholder dies and his heirs, devisees, or beneficiaries that take his shares in the Corporation include his spouse or persons less than twenty-one years of age, then all voting powers for those shares that pass to the Deceased's shareholder's spouse or persons less than twenty one years of age shall automatically transfer to the sole control of the surviving shareholder. As each Heir, devisee, or beneficiary reaches twenty one years of age, then he or she shall obtain, and the surviving shareholder shall surrender in direct proportion to the number of shares held by him or her, all voting powers for his or her shares. Provided, that the surviving shareholder shall retain all voting powers for those shares that pass to the deceased shareholder's spouse so long as the spouse has any legal or beneficial interest in all or some of such shares.

In the event a shareholder becomes a party to dissolution of marriage proceedings, then at all times while such proceedings are pending, the exercise of all voting powers for his or her shares shall be held and controlled by the other shareholder. Provided, further that if a shareholder transfers any legal or beneficial interest held by him or her in any shares of the corporation to his or her spouse as the result of a settlement or court decree, that the exercise of all voting power with respect to such shares transferred to the spouse shall be held and controlled by the other shareholder so long as said spouse retains any legal or beneficial interest in such shares.

The provisions herein for the transfer of a shareholder's voting power in the event of his or her death or dissolution of marriage proceedings are made pursuant to sections 607.0731 (1), 607.0732 (1) (d), and 607.0732 (1) (f) of the Florida Statutes.

ARTICLE NINE

The Board of Directors shall consist at least two persons. In order to qualify to be a Director the person must hold at least twenty per cent of all the outstanding and issued shares of the corporation, and never have been convicted of any felony. If during his or her term on the board a Director ceases to hold at least twenty per cent of the outstanding and issued shares of the corporation or is convicted of a felony, then that director shall automatically be removed from the board and the shareholders shall fill the vacancy as provided herein.

The Directors shall act only as a board and an individual Director shall have no power as such. The business and affairs of the corporation shall be governed by the Board of Directors, subject to any limitations of law, the articles of incorporation, or these by-laws.

Directors shall be elected annually at the shareholders annual meeting, and unless a Director resigns, is removed, or dies sooner each Director shall hold office until January 31 of the year in which the next succeeding annual meeting is held.

The Shareholders shall fill all mid-term vacancies on the board at a special shareholders meeting.

Any Director may be removed with or without cause by the affirmative vote of those Shareholders holding at least eighty per cent of the outstanding and issued shares.

Directors shall not be entitled to receive any compensation for their services to the corporation unless compensation is approved by a majority of the board members.

All meetings of the board shall be held in the Florida counties of Dade or Broward at a location designated by a majority vote of the board members.

Each board member shall be notified of each board meeting in a written notice mailed to him or her in the U.S. mail not less than ten days or more than twenty one days before the meeting. The notices of meetings shall be deemed to be delivered when deposited in the U.S. mail, postage prepaid, and addressed to the most recent address and zip code provided in writing by the Director to the corporation.

All notices of meetings shall contain the date of the meeting, time of day when the meeting is scheduled to commence, place of the meeting, and the subjects which will be discussed at the meeting.

The board shall hold annual meetings immediately after the shareholders annual meetings.

Special meetings of the board may be called by any Shareholder, or Board Member.

A quorum for the purpose of conducting any board business or voting on any matters at all board meetings shall consist of those board members that hold at least eighty per cent of the outstanding shares of the Corporation, and a Quorum shall be required at all times to conduct any board business or place any matters to a vote.

Any action that may be taken at a board meeting may be taken without a meeting if the action is approved by a written consent signed by those Boardmembers holding at least eighty per cent of the outstanding shares of the Corporation.

The Board of Directors for the 1996 term shall be German Fraynd and Daniel Cohen.

ARTICLE TEN

The names and addresses of the Incorporators, and the number of shares held by each of them are:

<u>Name and Address</u>	<u>Number of Shares held</u>
1. German Fraynd 550 S.W. 3rd Street, Suite 101 Pompano Beach, Florida 33060	70
2. Daniel Cohen 550 S.W. 3rd Street, Suite 101 Pompano Beach, Florida 33060	30

ARTICLE ELEVEN

The power to adopt, repeal, alter, or amend these Articles and the by-laws is held by the shareholders and Directors.

ARTICLE TWELVE

The corporation shall indemnify and hold harmless any officer or director to the full extent permitted by law.

ARTICLE THIRTEEN

This corporation reserves the right to amend, or repeal these Articles.

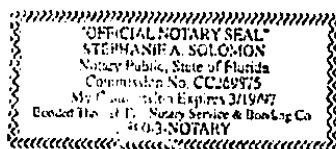
IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation this 26 day of December 1995.


Daniel Cohen

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public Officer duly authorized to take oaths and acknowledgments in the aforesaid County and State, personally appeared Daniel Cohen who is known to me personally to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the foregoing Articles of Incorporation.

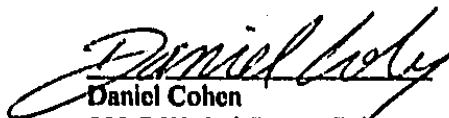
IN WITNESS WHEREOF, I have hereunto set my official seal in the aforesaid State and County, this 26 day of December 1995.




NOTARY PUBLIC

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

I, Daniel Cohen, hereby accept the position of Resident Agent for Lifetime Healthcare of Pompano, Inc., and I will comply with the pertinent Florida Statutes and Law when performing my duties as Resident Agent.


Daniel Cohen
550 S.W. 3rd Street, Suite 101
Pompano Beach, Florida 33060.

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TALLAHASSEE, FLORIDA