

P9600000000 4888  
Americare Services, Inc.

20 N.W. 181st Street  
Miami, Florida 33169  
(305) 770-1141

Fax: (305) 770-1252

January 9, 1996

8000001688248  
-01/12/96--01047--005  
\*\*\*131.25 \*\*\*131.25

Florida Department of State  
NEW FILING SECTION  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: ARTICLES OF INCORPORATION for AMERICARE CAPITAL MANAGEMENT,  
INC.

Dear Sir/Madam:

Enclosed herewith are two (2) original Articles of Incorporation of AMERICARE CAPITAL  
MANAGEMENT, INC.

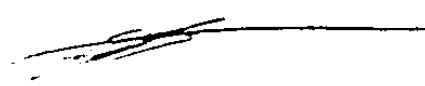
Also enclosed is Check No. 003874 in the amount of \$131.25 (\$122.50 for the filing fee and \$8.75  
for the Certificate of Status).

Please send me a certified copy of the Articles of Incorporation and the certificate to the following  
address:

DR. JOSEPH P. D'ANGELO  
20 N.W. 181st STREET  
MIAMI, FL 33169

Thank you for your cooperation.

Sincerely,

  
Dr. Joseph P. D'Angelo  
PRESIDENT

JPD/aa

Encs.

FILED  
96 JAN 12 PM 10 4  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION  
OF  
AMERICARE CAPITAL MANAGEMENT, INC.

FILED  
96 JAN 12 AM 10:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation shall be: Americare Capital Management, Inc.

ARTICLE II

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

ARTICLE III

1. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 5,000,000, (2,500,000 Class A Voting and 2,500,000 Class B Non Voting) shares of common stock having \$.001 par value.

2. The capital stock may be paid for with property, labor or services, at a just valuation to be fixed by the incorporators, or by the directors at a meeting called for such purpose or at the organization meeting.

3. Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the directors of the company.

ARTICLE IV

Except as otherwise provided by the law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

#### ARTICLE V

The existence of the corporation is perpetual.

#### ARTICLE VI

The street address of the initial office of this corporation is: 400 Poinciana Drive, Hallandale, FL 33009. And the initial registered agent of this corporation at the above address is: Dr. Joseph P. D'Angelo.

#### ARTICLE VII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one or more than nine (9) persons.

#### ARTICLE VIII

The name and address of the member of the first Board of Directors who, unless provided by the Articles of Incorporation, or by the By-Laws, shall hold office for the first year of existence of the corporation, or until his/her successor is elected or appointed and have qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Margaret Heichberger	20 N.W. 181st Street, Miami, FL 33169

#### ARTICLE IX

The name and street address of the party signing the Articles of Incorporation as subscribed is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Margaret Heichberger	20 N.W. 181st Street, Miami, FL 33169

#### ARTICLE X

The principal office address of the corporation is: 20 N.W. 181st Street, Miami, FL 33169.

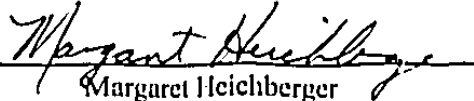
#### ARTICLE XI

The Board of Directors shall be elected at the annual meeting of the shareholders of the corporation by a majority vote of those shareholders attending said meeting in person or by Proxy.

#### ARTICLE XII

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9<sup>th</sup> day of January, 1976

  
Margaret Heichberger

#### CERTIFICATE OF DESIGNATION

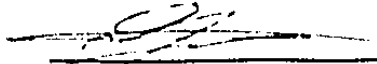
##### REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is : Americare Financial Services, Inc.

2. The name and address of the registered agent and office is: Dr. Joseph P. D'Angelo,  
400 Poinciann Drive, Hallandale, FL 33009.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE  
OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE  
DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS  
REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE  
TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE  
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR  
WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
Dr. Joseph P. D'Angelo

Date: 1/17/96

FILED  
96 JAN 12 10 10 AM  
AT THE  
CLERK OF THE  
COURT  
IN AND FOR  
THE COUNTY OF  
DADE  
FLORIDA