

P916000006504

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Golden LEASES, LTD
Carroll 95 JAN 22 PM 2:02

SECRETARY OF STATE DISBURSED
TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Capital Express™	_____
<input checked="" type="checkbox"/> Art. of Inc. File	_____
<input type="checkbox"/> Corp. Record Search	_____
<input type="checkbox"/> Ltd. Partnership File	_____
<input type="checkbox"/> Foreign Corp. File	_____
<input checked="" type="checkbox"/>) Cert. Copy(s)	_____
<input type="checkbox"/> Art. of Amend. File	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____
<input type="checkbox"/> O U S .	_____
<input type="checkbox"/> Fictitious Name File	_____
<input type="checkbox"/> Name Reservation	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____
<input type="checkbox"/> Reg. Agent Service	_____
<input type="checkbox"/> Document Filing	_____
<input type="checkbox"/> Corporate Kit	_____
<input type="checkbox"/> Vehicle Search	_____
<input type="checkbox"/> Driving Record	_____
<input type="checkbox"/> Document Retrieval	_____
<input type="checkbox"/> UCC 1 or 3 File	_____
<input type="checkbox"/> UCC 11 Search	_____
<input type="checkbox"/> UCC 11 Retrieval	_____
<input type="checkbox"/> File No.'s, Copies	_____
<input type="checkbox"/> Courier Service	_____
<input type="checkbox"/> Shipping/Handling	_____
<input type="checkbox"/> Phone ()	_____
<input type="checkbox"/> Top Priority	_____
<input type="checkbox"/> Express Mail Prep.	_____
<input type="checkbox"/> FAX ()	pgs. _____

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY DC _____

WALK-IN
Will Pick Up

1/22 12:00

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

RECEIVED
95 JAN 22 AM 11:20
DIVISION OF CORPORATION

FILED

96 JAN 22 PM 2:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GOLDEN YEARS CARE, INC.

ARTICLE I.

The name of this corporation shall be:

GOLDEN YEARS CARE, INC.

ARTICLE II.

The general nature of business to be carried on by this corporation,
is:

- a. To enter into any and all contracts with any person, firm, corporation and/or association.
- b. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- c. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals.
- d. To be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

- e. To engage in the transaction of any and all lawful business or businesses for which corporations may be incorporated under the General Corporation Act of the State of Florida.

ARTICLE III.

The maximum number of shares of stock that this corporation is authorized to issue is FIVE HUNDRED (500) shares of common stock of ONE and NO/100 (\$1.00) DOLLAR par value each.

ARTICLE IV.

The shareholders of this corporation shall have preemptive right to acquire unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

ARTICLE V.

This corporation is to have perpetual existence.

ARTICLE VI.

The principal office of this corporation shall be located at 3970 West Flagler Street, Suite 103, Miami, Florida 33134, with the corporation retaining the power of moving its office to any other address in the State of Florida, as may, from time to time, and at any time, be determined by its Board of Directors, with branch offices in such other cities, counties, states and countries as may from time to time, and at any time, be determined by its Board of Directors.

ARTICLE VII.

The initial registered office of this corporation shall be at 3970 West Flagler Street, Suite 103, Miami, Florida 33134. The initial Registered Agent at such address shall be ALBERTO MARTIN HERNANDEZ.

ARTICLE VIII.

This corporation shall at all times have at least ONE (1) Director who shall conduct the business of the corporation as a Board of Directors. The stockholders of the corporation may, from time to time, and at any time, increase or decrease the size of the Board of Directors of the corporation, provided the corporation has at least ONE (1) Director.

ARTICLE IX.

The name and address of the member of the initial Board of Directors of the corporation, who shall hold office until the first annual meeting of shareholders, and until his successor is elected and qualified, or until his earlier removal from office, resignation or death is:

ALBERTO MARTIN HERNANDEZ
3970 West Flagler Street
Suite 103
Miami, Florida 33134

ARTICLE X.

The name and address of the incorporator is:

ALBERTO MARTIN HERNANDEZ
3970 West Flagler Street
Suite 103
Miami, Florida 33134

ARTICLE XI.

The By-Laws of this corporation may be created, amended, changed or replaced by the shareholders or the Directors of the corporation at any duly scheduled regular or special meeting called for that purpose.

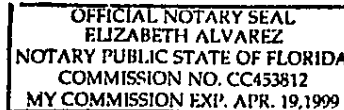
ARTICLE XII.

This corporation shall indemnify any officer or Director, or any former officer or Director, or any person who serves, at the request of the corporation, as an officer or director of another corporation, to the full extent permitted by law.


I, the undersigned, do hereby subscribe, acknowledge and file these Articles of Incorporation, hereby certifying that the facts contained herein are true and correct, and accordingly hereto set my hand and seal this 19th day of January, 1996.

 (SEAL)
ALBERTO MARTIN HERNANDEZ

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)



The foregoing instrument was acknowledged before me this 19th day of January, 1996, by ALBERTO MARTIN HERNANDEZ, who is personally known to me or who has produced _____ as identification, and who did not take an oath.


NOTARY PUBLIC, State of Florida
at Large

FILED

96 JAN 22 PM 2:08

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING THEREUPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That GOLDEN YEARS CARE, INC.


desiring to organize under the laws of the State of FLORIDA
with its principal office, as indicated in the articles of incorporation at City of MIAMI County
of DADE, State of FLORIDA
has named ALBERTO MARTIN HERNANDEZ

located at 3970 West Flagler Street, Suite 103
(Street address and number of building, Post Office Box address not acceptable)

City of MIAMI, County of DADE,
State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By 
(Registered Agent)
ALBERTO MARTIN HERNANDEZ