

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0171
904-222-1191 FAX

800-342-8086



Handwritten: 11609

ACCOUNT NO. # 072100000032

REFERENCE # 034535 129153A

AUTHORIZATION # *Patricia Pyatt*

COST LIMIT # \$ 70.00

ORDER DATE # February 6, 1996

900001708609

ORDER TIME # 12:14 PM

ORDER NO. # 034535

CUSTOMER NO# 129153A

CUSTOMER# Carolyn E. Moore, Legal Asst
JAMES R. MEROLA, P.A.

Suite 204
11380 Prosperity Farms Road
Palm Beach Grds, FL 33410

FILED
96 FEB -6 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME# GUARDIAN ANGEL OF PALM BEACH
COUNTY INC.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: HARRY DAVIS

EXAMINER'S INITIALS:

T. BROWN FEB - 7 1996

RECEIVED
96 FEB -6 PM 1:16
DIVISION OF CORPORATION

FILED
96 FEB -6 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GUARDIAN ANGEL OF PALM BEACH COUNTY INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

GUARDIAN ANGEL OF PALM BEACH COUNTY INC.

The address of the principal office of this corporation shall be 2240 North Military Trail, West Palm Beach, Florida 33409 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Nays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

Theodore Salvatore Russo 2240 North Military Trail
Dir. West Palm Beach, Florida 33409

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on February 6, 1996 .

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

P96000011609

JAMES R. MEROLA, P.A.

11380 PROSPERITY FARMS ROAD, SUITE 204
PALM BEACH GARDENS, FLORIDA 33410

TELEPHONE (561) 622-1433 • FACSIMILE (561) 622-6531

February 21, 1997

Secretary of State
Division of Corporations
Capitol Building
Tallahassee, Florida 32304

700002097747--9
-02/25/97--01164--003
*****35.00 *****35.00

Re: Guardian Angel of Palm Beach County, Inc.

Gentlemen:

Enclosed herewith please find a Change of Registered Agent form, in duplicate, for the above-referenced, together with our check in the amount of \$35.00 representing your filing fees.

Kindly file the original and return the conformed copy to us in the enclosed, self-addressed, stamped envelope, for our records.

If you have any questions concerning the enclosed, please do not hesitate to call.

Very truly yours,

Carolyn E. Moore
Carolyn E. Moore
Secretary

cm
Enclosures
cc: CSC

SH 2/27
RA Ch.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 FEB 25 PM 12:31

FILED

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: Guardian Angel of Palm Beach County, Inc.
2. The mailing address of the corporation is: 2240 North Military Trail
West Palm Beach, Florida 33409
3. Date of incorporation/qualification: February 6, 1996 Document number: P96000011609
4. The name and address of the current registered agent and office:

Corporation Service Company

1201 Hays Street

Tallahassee, Florida 32301

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

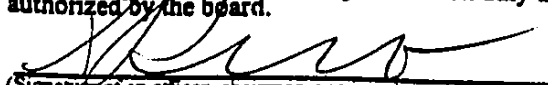
James R. Merola, Esq.

11380 Prosperity Farms Road, Suite #204

Palm Beach Gardens, Florida 33410

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


(Signature of an officer, chairman or vice chairman of the board)
Theodore Salvatore Russo, Secretary

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


(Signature of Registered Agent)
James R. Merola

2/20/97
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)