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FROM 148-T BUREAU GREEN INC.

4405 W 5th ST

SUITE C-100

MIAMI FL 33166-

CONTACT: LIDIA FERNANDEZ

PHONE: (303) 599-0839

FAX: (305) 592-9591

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: EXECUTIVE OFFICE'S, INC.

FAX AUDIT NUMBER: H96000002580

CURRENT STATUS: REQUESTED

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 23, 1996

FAS-T CORP. AGENTS, INC.

MIAMI, FL

SUBJECT: EXECUTIVE OFFICE'S, INC. **OR** ELDERLY CARE OF SOUTH FLORIDA,
INC.
REF: W96000004136

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

PLEASE RE-FAX PAGE 2.

The corporate name must be identical throughout the document.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000002580
Letter Number: 996A00008005

COMMUNICATIONS SECTION

65-11117 32 01100

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF INCORPORATION
OF

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be EXECUTIVE OFFICE'S, INC.

ARTICLE II

NATURE OF BUSINESS

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

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$0.01 par value.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall exist in perpetuity.
PREPARED BY: PATRICIA MARVIN
12501 NE 9TH AVE
NORTH MIAMI FL 33161
(305) 694-6100

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TALLAHASSEE, FLORIDA

ARTICLE V

INITIAL PRINCIPAL OFFICE

The initial street address of the principal office of this corporation in the State of Florida shall be 12501 NE 9TH AVE, NORTH MIAMI FL 33161

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The Initial Registered Agent and Office of this corporation shall be:

PATRICIA MARVIN
12501 NE 9TH AVE
NORTH MIAMI FL 33161

ARTICLE VII

DIRECTORS

- A Each member of the Board of Directors shall be at least eighteen (18) years of age.
- B The corporation shall have one (1) director initially and the number of directors may be increased or decreased pursuant to the Bylaws.

ARTICLE VIII

INITIAL DIRECTORS

The name and address of the members of the initial Board of Directors shall be:

<u>Name</u>	<u>Address</u>
PATRICIA MARVIN	12501 NE 9TH AVE NORTH MIAMI FL 33161

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

PATRICIA MARVIN
12501 NE 9TH AVE
NORTH MIAMI FL 33161

ARTICLE X
AMENDMENT

The board of Directors may amend any part of the Articles of Incorporation, without shareholder action, including but not limited to the amendments permitted under 607.1002 of the Florida Business Corporation Act.

ARTICLE XI
SPECIAL ELECTION

The corporation expressly elects not to be governed by either 607.0901 or 607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, relating to affiliated transactions and control share acquisitions.

ARTICLE XII
PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares a shareholder holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of this issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of

Incorporation this 22 day of FEBRUARY, 1996.


PATRICIA MARVIN, Incorporator

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 22 day of FEBRUARY, 1996, by PATRICIA MARVIN, who is personally known to me or who has produced Florida ID as identification and who did (did not) take an oath.


SIGNATURE OF NOTARY


PRINTED NAME OF NOTARY
EVA RAMOS
 MY COMMISSION # CC 48386
EXPIRES: July 28, 1999
Bonded Third Notary Public Underwriters

COMMISSION EXPIRES

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

- 1 The name of the corporation is: EXECUTIVE OFFICE'S, INC.
- 2 The name and address of the registered agent and office is:

PATRICIA MARVIN
12501 NE 9TH AVE
NORTH MIAMI FL 33161

by: 
PATRICIA MARVIN, Incorporator

Dated this 22 day of FEBRUARY, 1996.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED 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 AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.


PATRICIA MARVIN, Registered Agent

Dated this 22 day of FEBRUARY, 1996.

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TALLAHASSEE, FLORIDA