

Alexander E. Borell
Attorney At Law

3929 Ponce de Leon Blvd.
Coral Gables, FL 33134

Telephone
448-2338
Fax
444-6788

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February 23, 1996

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-03/04/96--01007--005
****122.50 ****122.50

Re: Request for Incorporating
FLORIDA CONCERNED CARE, INC.

To Whom it May Concern:

Enclosed you will find the Articles of Incorporation for the above Corporation and a check for \$122..50. Please take any steps necessary to incorporate this Corporation.

Should you have any questions, please feel free to contact me.

Very truly yours,

Alexander E. Borell

Alexander E. Borell

Enclosures
022396.1

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

FLORIDA CONCERNED CARE, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I.
NAME

The name of the Corporation is: FLORIDA CONCERNED CARE, INC.

ARTICLE II.
DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III.
NATURE OF BUSINESS

The nature of the business to be conducted by the Corporation is:

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

ARTICLE IV.
CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is one hundred (100) shares, all of which shall be common stock having a par value of ONE (\$1.00) DOLLAR per share.

ARTICLE V.
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

ARTICLE VI.
REGISTERED OFFICE

The street address of the initial registered agent of the Corporation is:

1911 S.W. 126 Court
Miami, Florida 33175

The name of the registered agent at such address is:

JOSEPH SPIRITI

ARTICLE VII.
PRINCIPAL OFFICE

The initial street address of the principal office of the Corporation in the State of Florida is:

1911 S.W. 126 Court
Miami, Florida 33175

ARTICLE VIII.
DIRECTORS

The initial Board of Directors of the Corporation shall consist of one (1) member. Changes in the number of members comprising the Board of Directors shall be made by amendment to the Corporation's Bylaws.

The name and address for the one (1) member of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS FOR BOTH</u>
JOSEPH SPIRITI	1911 S.W. 126 Court Miami, Florida 33175

ARTICLE IX.
INCORPORATOR

<u>NAME</u>	<u>ADDRESS</u>
JOSEPH SPIRITI	1911 S.W. 126 Court Miami, Florida 33175

ARTICLE X.
OFFICERS

The name and address and title of the initial officer(s) of the Corporation are:

<u>NAME/TITLE</u>	<u>ADDRESS</u>
JOSEPH SPIRITI, President/Vice President	1911 S.W. 126 Court Miami, Florida 33175
JOSEPH SPIRITI, Treasurer	Same
JOSEPH SPIRITI, Secretary	Same

ARTICLE XI.
INDEMNIFICATION

The Corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE XII.
REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN OTHER
PRE-INCORPORATION EXPENSES; ADOPTION OF CONTRACTS

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. The Corporation further authorizes its Director to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The Director of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

ARTICLE XIII.
RIGHT TO AMEND ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any rights inferred upon the shareholders shall be subject to this reservation.

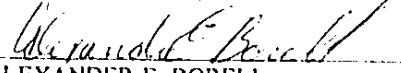
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 22 day February, 1996.



JOSEPH SPIRITI, INCORPORATOR

STATE OF FLORIDA }
 {s.s.
COUNTY OF DADE }

THE FOREGOING instrument was acknowledged before me this 26 day of February, 1996 by JOSEPH SPIRITI, as Incorporator of FLORIDA CONCERNED CARE, INC., a Florida Corporation, on behalf of the Corporation who has produced his driver's license as identification (or is personally known to me) and did (did not) take an oath.



ALEXANDER E. BORELL
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

Notary Seal:

Official Notary Seal
Alexander E. Borell
Notary Public State of Florida
Commission No. CC216488
My Commission Exp. July 20, 1998

**CERTIFICATION DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA NAMING AGENT UPON WHOM MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST: THAT FLORIDA CONCERNED CARE, INC., desiring to organize or qualify
under the laws of the Stat of Florida with its principal place of business at the CITY OF MIAMI,
STATE OF FLORIDA, HAS NAMED JOSEPH SPIRITI, whose address is 1911 S.W. 126 Court,
Miami, Florida 33175, as its Agent to accept service of process.

SIGNATURE: Joseph Spiriti
DATE: 2/22/96

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.

SIGNATURE: Joseph Spiriti
DATE: 2/22/96

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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