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Senior CareGivers, Inc.
1881 N. E. 26th Street, Suite 212,
Wilton Manors, Florida 33305

May 14, 1996

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-05/16/96--01072--008
*****78.75 *****78.75

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

Re: Senior CareGivers, Inc.

Gentlemen:

Transmitted herewith is an original and one (1) copy of the Articles of Incorporation and a check in the amount of \$78.75 for the filing fee and certificate, applicable to the above captioned subject.

Very Truly Yours,

SENIOR CAREGIVERS, INC.

Charles A. Vrane

Charles A. Vrane
Vice-President and Secretary

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
SENIOR CAREGIVERS, INC.

96 MAY 16 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Articles of Incorporation is executed by the undersigned in order to form a corporation for the purposes and with the powers hereinafter mentioned, under the laws of the State of Florida for the formation of corporations for profit.

I

The name of the proposed corporation shall be:
SENIOR CAREGIVERS, INC.

II

The general purposes for which this corporation is organized is to engage in furnishing temporary and permanent staff services as an employment agency and to engage in any and all businesses and operations incidental to or connected with the same. This corporation is further organized for the purpose of engaging in the transaction of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act, Chapter 607, Florida Statutes 1977, and may do and perform any and all acts and deeds lawful to be done and performed by corporations under said law.

III

The Corporation shall have all rights, powers and privileges presently or hereafter granted to or conferred upon corporations by and under the general corporations laws of the State of Florida.

IV

The total number of shares of stock which may be issued by the corporation shall be ONE HUNDRED (100) shares. Said shares of stock shall have a par value of TEN DOLLARS (\$10.00) and all of said stock shall be common stock. Said shares of stock may be issued pursuant to such plan as may be adopted by the Board of Directors of the corporation to qualify said stock as Internal Revenue Code Section 1244 stock.

V

The corporation shall have perpetual existence.

VI

The initial registered office of the corporation shall be located at: 901 N. W. 85th Terrace, Suite 1425, Plantation, Broward County, Florida 33324, and Charles A. Vrane shall be the Registered Agent of the corporation.

VII

The initial principal office of the corporation shall be located at: 1881 N. E. 26th Street, Suite 212, Wilton Manors, Florida 33305 and the corporation shall maintain offices and transact business at such places within and without the State of Florida as may be from time to time designated by the Board of Directors.

VIII

The number of Directors of the corporation shall be no less than two (2), the exact number to be determined by the By-Laws or by special vote of the stockholders.

IX

The names and street addresses of the first Board of Directors, who, subject to the provisions of the Articles of Incorporation, the By-Laws and the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified are:

- BARBARA A. ANIELLO - 119 N. W. 98th Terrace,
Plantation, Florida 33324
- CHARLES A. VRANE - 901 N. W. 85th Terrace, Suite 1425,
Plantation, Florida 33324

X

The name and address of the incorporator of the corporation and subscriber to the Articles of Incorporation is:

- CHARLES A. VRANE - 901 N. W. 85th Terrace, Suite 1425,
Plantation, Florida 33324

XI

The officers of the corporation who shall be elected by the Board of Directors shall consist of a President, Vice-President, Secretary and Treasurer, with as many Assistant Secretaries or Assistant Treasurers as the Board of Directors may appoint. The same person may hold two offices, the duties of which are not incompatible, provided however, that the office of President and Vice-President or Assistant Vice-President shall not be held by the same person, nor the office of President and Secretary or Assistant Secretary be held by the same person.

XII

The officers of the corporation, until election of their successors by the Board of Directors shall be:

- BARBARA A. ANIELLO - President and Treasurer
- CHARLES A. VRANE - Vice-President and Secretary

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XIII

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The commencement date of the existence of this corporation shall be the date of the subscription and acknowledgment hereof, being the date stated in the acknowledgement at the end of these Articles of Incorporation.

IN WITNESS WHEREOF, I have made, subscribed and acknowledged this Articles of Incorporation in duplicate.

Charles A. Vrane (SEAL)
CHARLES A. VRANE

The undersigned hereby accepts appointment as the Registered Agent for SENIOR CAREGIVERS, INC.

Charles A. Vrane (SEAL)
CHARLES A. VRANE

STATE OF FLORIDA)
) SS.,
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this 14 day of May, 1996, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, CHARLES A. VRANE, to me well known to be the individual who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and seal at Lauderdale Lakes, Broward County, Florida, this 14 day of May 1996.

Harriet G. Hoole
NOTARY PUBLIC
State of Florida At Large

my Commission Expires:

HARRIET G. HOOLE



HARRIET G. HOOLE
COMMISSION # CC 286437
EXPIRES MAY 23, 1997
Atlantic Bonding Co., Inc.
800-732-2245