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WARREN E. AVIS, JR.*
DEBORAH K. AVIS**
MARINA D. PETILLO***
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*ALSO ADMITTED IN MICHIGAN
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180 ROYAL PALM WAY
PALM BEACH, FLORIDA 33480
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PLEASE REPLY TO

July 31, 1996

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

Re: LOVING ADULT FAMILY-CARE CORP.

400001912024
-08/02/96--01081--008
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of the above-captioned corporation together with the executed acceptance of appointment of registered agent and this firm's check in the amount of \$78.75 covering the following fees:

Filing Fee	\$35.00
Certificate of Good Standing	8.75
Registered Agent Designation	<u>35.00</u>
	\$78.75
	 \$78.75

Please file the original Articles of Incorporation, date and stamp the enclosed copy and return it with a Certificate of Good Standing letter to the undersigned.

Very truly yours,

Avis & Avis, P.A.


DEBORAH K. AVIS

Enclosures

cc: Mrs. Irene Holloway

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 AUG -2 PM 11:27

FILED

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**ARTICLES OF INCORPORATION
OF
LOVING ADULT FAMILY-CARE CORP.**

FILED
96 AUG -2 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be:

LOVING ADULT FAMILY-CARE CORP.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

15330 OCEAN BREEZE LANE
WELLINGTON, FL 33414

ARTICLE III

CAPITAL STOCK

The aggregate number of shares of stock the Corporation shall be authorized to create and issue is 1000 shares of Common Stock having a par value of \$1.00 per share.

ARTICLE IV

INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent is:

IRENE HOLLOWAY
15330 OCEAN BREEZE LANE
WELLINGTON, FL 33414

ARTICLE V

INCORPORATOR

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

IRENE HOLLOWAY

15330 OCEAN BREEZE LANE
WELLINGTON, FL 33414

ARTICLE VI

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

The name and street address of the initial director who shall hold office the first year of the Corporation's existence or until her successor is elected, is: IRENE HOLLOWAY, 15330 Ocean Breeze Lane, Wellington, FL 33414.

ARTICLE VII

NATURE OF BUSINESS

The Corporation may engage in or transact 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.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at North Palm Beach, Florida, for the uses and purposes aforesaid, on this 7-31-96 day of _____, 1996.

Irene Holloway
IRENE HOLLOWAY, Incorporator

STATE OF FLORIDA)
PALM BEACH COUNTY) SS.

Before me personally appeared IRENE HOLLOWAY, to me well known to be the person described and who produced FLA D/A
H 400. 106-49-557-0 as identification and did not take an oath and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that she made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at North Palm Beach, Florida, this 31st day of July, 1996.

Margaret E. Bush
Notary Public, State of Florida at Large

MARGARET E BUSH
Print Name of Notary Public

My Commission Expires:

OFFICIAL NOTARY SEAL MARGARET E BUSH NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC541900 MY COMMISSION EXP. MAR. 30, 2000
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CERTIFICATE OF DESIGNATION

FILED

REGISTERED AGENT/REGISTERED OFFICE

96 AUG -2 11:27

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

LOVING ADULT FAMILY-CARE CORP.

2. The name and address of the registered agent and office is:

IRENE HOLLOWAY

15330 OCEAN BREEZE LANE
WELLINGTON, FL 33414

SIGNATURE

Irene Holloway
IRENE HOLLOWAY

TITLE

Incorporator

DATE

7-31-96

HAVING BEEN NAMED AS A REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Irene Holloway

DATE

7-31-96