

Charter Number Only

P 960000

67912

Magi 8/14/96

Cesar Sordo

Requestor's Name

2903 Saucedo Street

Address

Coral Gables, FL 33134

City

State

ZIP

Phone

446-7990

VALIDATION ONLY

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+09/PL/296-01007-013
+++122.50 +++132.50

CORPORATION(S) NAME

Coral Gables Senior Health Services, Inc.

Empire Toll Free: 1-800-432-3028

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> Alter 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
		<input type="checkbox"/> Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

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**ARTICLES OF INCORPORATION
OF
CORAL GABLES SENIOR HEALTH SERVICES, INC.**

ARTICLE I - Name

The name of this corporation is Coral Gables Senior Health Services, Inc.

ARTICLE II - Principal Office

The mailing address of this corporation shall be:

2645 S.W. 37th Avenue
Suite #502
Miami, Florida 33133

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ARTICLE III - Purpose

This corporation is organized for the purpose of transacting any or all legal business.

ARTICLE IV- Capital Stock

This corporation is authorized to issue 1000 shares of \$.01 par value common stock which shall be designated as "Common Shares".

ARTICLES V - Initial Registered Agent

The street address of the registered office of this corporation is 2645 S.W. 37th Avenue Suite #502, Miami, Florida 33133 and the name of the registered agent of this corporation at that address is 2645 S.W. 37th Avenue Suite #502, Miami, Florida 33133.

ARTICLE VI - Board of Directors

The Corporation shall initially have One (1) Director to hold position until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The names and addresses of the initial Directors are:

Eduardo J. Alarcon, M.D.	2645 S.W. 37th Ave. #502
	Miami, Florida 33133

ARTICLE VII - Incorporator

The name and address of the Incorporator signing these Articles is
Hector L. Quevedo
2645 S.W. 37th Avenue
Suite #502
Miami, Florida 33133

ARTICLE VIII - Pre-emptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - Indemnification

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of the signing.

Dated: 7/12/97

Hector L. Quevedo



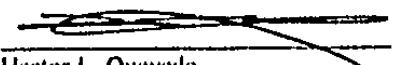
Incorporator

Certificate designated place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

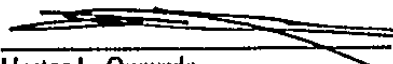
First that Coral Gables Senior Health Services, Inc., desiring to organize or qualify under the laws of the State of Florida, has named Hector L. Quevedo located at 2645 S.W. 37th Avenue, Suite #502, Miami, Florida 33133 as its agent to accept service of process within Florida.

Dated: 7/12/96


Hector L. Quevedo

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. 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 obligations of my position as registered agent.

Dated: 7/12/96


Hector L. Quevedo

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CLERK OF DISTRICT COURT
JULIA S. JONES
TALLAHASSEE, FLORIDA