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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: MARIA'S NURSING HOME, INC.

AUDIT NUMBER.....H96000013051

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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Correction
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96 SEP 20 PM 3:26

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9-20-96

02/01/97
09/18/96
09/12/96

SEP-20-1996 12:09

EMPIRE CORPORATE KIT

P.02/15



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 18, 1996

EMPIRE

SUBJECT: MARIA'S NURSING HOME, INC.
REF: W96000019700

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

The registered agent and registered office listed in your articles of incorporation must be consistent 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) 487-6933.

Dana Calloway
Document Specialist

FAX Aud. #: H96000013051
Letter Number: 996A00043264

H960000/3057

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLE OF INCORPORATION
OF
MARIA'S NURSING HOME, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

Article I**NAME**

The name of the Corporation is Maria's Nursing Home, Inc., and the principal address shall be 10456 S.W. 22nd St., Miami, Florida 33165.

Article II**DURATION**

The corporation shall exist perpetually. Corporate existence shall commence upon filing by the Department of State.

Article III**NATURE OF BUSINESS**

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

Article IV**CAPITAL STOCK**

(a) **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of stock with one dollar (\$1.00) par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

(b) **Preemptive Rights.** Shareholders shall have no preemptive rights.

(c) **Cumulative Voting.** Cumulative voting shall not be permitted.

William J. Sanchez, Esq.
10621 N. Kendall Dr., Suite 208
Miami, FL 33176
FL Bar No. 749060
305-595-5553

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Article V**INITIAL REGISTERED AGENT**

The street address of the initial registered office of this corporation is 10456 S.W. 22nd St., Miami, Florida 33165, and the name of the initial registered agent of this corporation at that address is Minervino Del Valle.

Article VI**DIRECTORS**

(a) **Number.** This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the by-laws, but shall never be less than one.

(b) **Initial Directors.** The name and street address of the directors of the corporation is:

Name	Address
Matias Castano - President	10456 S.W. 22nd. Street Miami, Florida 33165
Francisca Soriano - Vice-President	10456 S.W. 22nd. Street Miami, Florida 33165
Minervino Del Valle - Secretary	10456 S.W. 22nd Street Miami, Florida 33165

(c) **Compensation.** The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

(d) **Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

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Article VII

BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the director.

Article VIII

INCORPORATOR

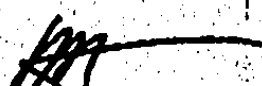
Minervino Del Valle
10456 S.W. 22nd. Street
Miami, Florida 33165

Article IX

AMENDMENT

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

IN WITNESS WHEREOF, the incorporator has executed these Articles the _____ day of _____, 1996.


Minervino Del Valle

State of Florida)
) SS
County of Dade)

The following instrument was acknowledged before me this _____ day of _____, 1996.

Notary Public, State of Florida

Produced Identification:

H96000013051

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

In compliance with Section 48,901, Florida Statutes, the following is submitted.

Matias Castano, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Miami, State of Florida, has named Minervino Del Valle, located at 10456 S.W. 22nd. Street, Miami, Florida 33165.

Incorporator:


Minervino Del Valle

Date:

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.


Minervino Del Valle

Date:

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TALLAHASSEE, FLORIDA

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