

Chapter 8 Only

P960000 83793

Joel Bernstein

Requester's Name

P.O. Box 330072

Address

Miami

FL

33233

(305) 751-3008

City

State

ZIP

Phone #

CORPORATION(S) NAME

Compress Corp

VALIDATION ONLY

200001967602  
-10/08/96--01096--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

☒ PROFIT

☐ NON-PROFIT

☐ AMENDMENT

☐ MERGER

☐ FOREIGN

☐ DISSOLUTION

☐ MARK

☐ LIMITED PARTNERSHIP

☐ ANNUAL REPORT

☐ RESERVATION

☐ REINSTATEMENT

☐ OTHER

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CR2E031(R4-84)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 OCT -7 AM 11:54

FILED

ARTICLES OF INCORPORATION  
OF  
COMPRESSANT CORPORATION

\* \* \*

FILED  
96 OCT -7 11:11:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned hereby adopts the following Articles of Incorporation:

ARTICLE 1

Name

The name of the corporation is COMPRESSANT CORPORATION.

ARTICLE 2

Purpose

The purpose or purposes of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE 3

Capital Stock

The total amount of capital stock which this Corporation has the authority to issue is as follows:

50,000,000 shares of common stock, \$.001 par value per share; and

5,000,000 shares of Preferred Stock, \$.001 par value per share.

The Board of Directors is authorized, subject to limitations prescribed by law, to provide for the issuance of the shares of such Preferred Stock in series, and to establish from time to time the number of shares to be included in each series, and to fix the designation, powers, preferences and relative, participating, optional or other special rights of the shares of each series and the qualifications, limitations or restriction thereof.

## ARTICLE 4

### Indemnification of Directors, Officers and Other Authorized Representatives

1. Indemnification. The Corporation shall indemnify its officers, Directors, employees and agents against liabilities, damages, settlements and expenses (including attorneys' fees) incurred in connection with the Corporation's affairs, and shall advance such expenses to any such officers, directors, employees and agents, to the fullest extent permitted by law.
2. Effect of Modification. Any repeal or modification of any provision of this Article 4 by the shareholders of the Corporation shall not adversely affect any right to protection of a Director, officer, employee or agent of the Corporation existing at the time of the such repeal or modification.
3. Liability Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee or agent to another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against liability under the provision of this Article 4
4. No Rights of Subrogation. Indemnification hereunder and under the Bylaws shall be a personal right and the Corporation shall have no liability under this Article 4 to any insurer or any person, corporation, partnership, association, trust or other entity (other than the heirs, executors or administrators of such person) by reason of subrogation, assignment or succession

by any other means to the claim of any person to indemnification hereunder or under the Corporation's Bylaws.

## ARTICLE 5

### Right to Amend or Repeal Article

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation or any amendment hereto, in the manner now or hereafter prescribed by statute, and all rights and powers herein conferred on shareholders are granted subject to this reserved power.

## ARTICLE 6

### Severability

In the event any provision (including any provision within a single article, section, paragraph or sentences) of these Articles should be determined by a court of competent jurisdiction to be invalid, prohibited or unenforceable for any reason, the remaining provisions and parts hereof shall not be in any way impaired and shall remain in full force and effect and enforceable to the fullest extent permitted by law.

## ARTICLE 7

### Principal Office, Registered Office, Registered Agent

The address of the principal office of this corporation is P.O.Box 330072, Miami, Florida 33233. The address of the initial registered office of this corporation is 9701 Biscayne Boulevard, Miami, Florida 33138 and the name of the initial registered agent of this corporation at that address is Joel Bernstein. The undersigned is familiar with and accepts the duties and obligations as registered agent for this corporation.

**ARTICLE 8**

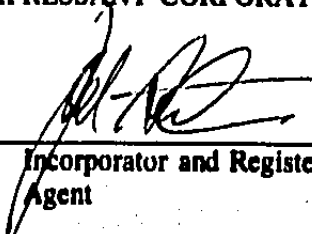
The name and address of the person signing these articles is:

Joel Bernstein

9701 Biscayne Boulevard,  
Miami, FL 33138

Dated: October 1, 1996

**COMPRESSANT CORPORATION**

By:   
Incorporator and Registered  
Agent

P9600000 83793

## Regulating a Plane

P.O. Box 330072

**Admission**

**016 5971**

**F1.**

33233

**(305) 751-3008**

City

## Site

**21R**

Phone #

CORPORATION(S) NAME

## Compressant Cuprotein

SECRETARY OF THE  
TALLAHASSEE FLORIDA

97 PR-7

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**SECRET**

**NON-PROFIT**

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## FOREIGN

## DISSOLUTION

**1 MARK**

**1 LIMITED PARTNERSHIP**

## 1 ANNUAL REPORT

## RESERVATION

### REINSTATEMENT

**OTHER**

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### Acknowledgment

W. F. Verityer

CR2E031 (R4-B4)



**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Mortham  
Secretary of State

March 26, 1997

JOEL BERNSTEIN  
P.O. BOX 330072  
MIAMI, FL 33233

**SUBJECT: COMPRESSANT CORPORATION**  
Ref. Number: P96000083793

We have received your document for COMPRESSANT CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please call in reference to your 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) 487-6916.

Carol Mustain  
Corporate Specialist

Letter Number: 197A00015264

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TALLAHASSEE, FLORIDA

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NO  
4-7-97

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
COMPRESSANT CORPORATION

\* \* \*

The undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is: COMPRESSANT CORPORATION
2. Article I of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

ARTICLE I

NAME

The name of this corporation is SENIORCARE MANAGEMENT ASSOCIATES, INC.

3. The number of votes cast by the common stockholders, the only group entitled to vote, was sufficient for approval. ~~The foregoing amendments were adopted by the incorporator of the Corporation on February 27, 1997, there being no directors or stockholders.~~

COMPRESSANT CORPORATION

February 27, 1997

By:   
Joel Bernstein  
Pres. - Director

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 APR -7 PM 1:14

APPROVED  
AND  
FILED