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FROM: FAS-T CORP. AGENTS, INC.
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NAME: ADULT INTEGRATED RESIDENTIAL AND DAY CARE FA

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ADULT INTEGRATED RESIDENTIAL AND DAY CARE FACILITY, INC.

Pursuant to the provisions of chapter 607 of the Florida Statutes, as amended, the undersigned Corporation hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I: NAME

The name of the Corporation is ADULT INTEGRATED RESIDENTIAL AND DAY CARE FACILITY, INC.

The name of the Corporation is hereby amended to indicate that the name of the Corporation shall be EXCELSIOR NURSERY & DAY CARE CENTER, INC.

ARTICLES II: PURPOSE

The purpose of the Corporation shall be to engage in the business of adult residential and day care for profit.

The purpose of the Corporation is hereby amended to permit the Corporation to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE III: TERM OF EXISTENCE

The Corporation shall commence immediately and shall exist perpetually.

ARTICLE IV: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 13250 NW 28th Avenue, Miami, Florida 33138.

The address of the principal place of business and mailing address of this corporation is amended to indicate 18411 NW 24th

Prepared by: Stanley B. Lewis
6255 N.W. 7th Avenue
Miami, FL 33150
(305) 751-8934

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Avenue, Miami, Florida 33056-3242.

ARTICLE V: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: seven thousand five hundred (7500) shares of common stock, one dollar (\$1.00) par.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is amended to have Ten Thousand (10,000) shares of common stock with a par value of \$1.00. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit of the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights.

ARTICLE VII: LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for their services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by them in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against them by reason of their being or having been a director, stockholder or officer of the corporation or any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by

law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is YVONNE KING, 18411 NW 24th Avenue, Miami, Florida 33056-3242.

ARTICLE IX: INITIAL OFFICERS AND DIRECTORS

The name and address of the initial officers and directors shall be:

ESMIE BONITTO	ROSE PRICE	YVONNE KING
President, CEO	Director, CEO	Executive Vice President, CEO
192 NE 124th St.	7817 W. Meridian St.	18411 NW 24th Avenue
Miami, FL 33161	Miramar, FL 33023	Miami, FL 33056

Article IX is amended to provide that in addition to the foregoing paragraph, the number of directors may be increased or decreased from time to time by the bylaws.

ARTICLE X: INCORPORATOR

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

ESMIE BONITTO	ROSE PRICE	YVONNE KING
President, CEO	Director, CEO	Executive Vice President, CEO
192 NE 124th St.	7817 W. Meridian St.	18411 NW 24th Avenue
Miami, FL 33161	Miramar, FL 33023	Miami, FL 33056

The foregoing Amended and Restated Articles of Incorporation restate and integrate the corporation's Articles of Incorporation filed on October 16, 1996, and, in addition, amends, Articles I, II, IV, V and IX of the corporation's Articles of Incorporation.

There is no discrepancy between the Corporation's Articles of Incorporation as therefore amended and the provisions of these

Amended and Restated Articles of Restatement other than the inclusion of the aforesaid amendments adopted by the Board of Directors of the Corporation.

The Amended and Restated Articles of Incorporation, duly adopted by the Board of Directors on February 22, 1997, supersede the original articles of incorporation and all amendments to them.

There are no shareholders who are required to vote on the Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, I, YVONNE KING, Vice President of EXCELSIOR NURSERY & DAY CARE CENTER, INC. have signed these Amended and Restated Articles of Incorporation on this 28th day of February 1997


YVONNE KING

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this 28th day of February, 1997, by YVONNE KING, Vice President of EXCELSIOR NURSERY & DAY CARE CENTER, INC., a Florida corporation, on behalf of the Corporation. She personally appeared before me at the time of notarization, and has produced a Florida Driver's License respectively as identification.

NOTARY PUBLIC:

SIGN: Stanley B. Lewis

PRINT: STANLEY B. LEWIS
STATE OF FLORIDA AT LARGE



STANLEY B. LEWIS
My Commission CC407757
Expires Sep. 18, 1998
Bonded by HAI
800-422-1556