

11/04/96

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11/01/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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((H96000015444 B))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: AB ELDERLY CARE, INC.

AUDIT NUMBER.....H96000015444

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

CERT. OF STATUS..0

PAGES..... 8

CERT. COPIES.....1

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11/04/96
14-822-3709

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11/04/96 08:07 PM Dept. of State

NO. 003 081



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 4, 1996

FAS-T CORP AGENTS INC.

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SUBJECT: AB ELDERLY CARE, INC.
REF: W96000023301

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

The document is illegible and not acceptable for microfilming.

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6878.

Terri Buckley
Corporate Specialist

FAX Aud. #: E96000015444
Letter Number: 896A00050498

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SENT BY: CARLOS MENDEZ ESQ.

110-31-96 5:41PM

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CERTIFICATE OF INCORPORATION

OF

AD ELDERLY CARE, INC.

We, the undersigned, in order to form a corporation for profit for the purpose hereinafter stated, under and pursuant to the provisions of the Florida Statutes, do hereby subscribe to this Certificate of Incorporation, and do adopt the following Articles of Incorporation:

ARTICLE OF INCORPORATION

ARTICLE I

The name of this corporation shall be: **AD ELDERLY CARE, INC.**

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on by this corporation shall be:

(a) To engage in the business of taking care for the elderly and or maintaining their many needs etc., and any other activity related to the main purpose.

Prepared by:
CARLOS M. MENDEZ, ESQ.
Fla. Bar No: 232221
1800 West 49th St., Suite 203
Hialeah, Fl. 33012
Tel: (305) 885-5376

Prepared by: Carlos M. Mendez, ESQ
Fla. Bar No: 232221
1800 West 49th St., Suite 203
Hialeah, Fl 33012
Tel: (305) 885-5376

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(b) To enter into, make and perform contracts of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, town, city, country, state, territory or government.

(c) To purchase or otherwise acquire, and to hold, own, maintain or otherwise dispose of and deal in lands and leaseholds, and any interest, estate and rights in real property, and personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed and to have any and all powers above set forth as fully as natural persons, whether as principals, agents, trustees or otherwise.

(d) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of the State of Florida or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

(e) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock except for the surplus of its assets over its liabilities including capital; and provided further that shares of its own capital stocks belonging

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to it shall not be voted upon directly or indirectly, nor counted as outstanding for the purposes of any stockholder' quorum or Vote.

(f) To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation as necessary or incidental to the attainment of the objects of this corporation whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation and to do any and all things herein before set forth to the same extent as natural persons might or could do.

ARTICLE III.

The maximum number of shares of stock which this Corporation shall have outstanding at any time, shall be ONE HUNDRED (100) shares, all of which shall be of \$1.00 par value, and each of which shares shall be issued fully paid and non-assessable, and shall be payable in lawful money of the United States of America, or in services or property at just valuation, to be fixed by the Directors of this corporation at the organizational meeting, or any other meeting held for that purpose.

ARTICLE IV.

The initial registered office of the Corporation is: 3720 S.W. 132 Ave., Miami, Florida 33175 and the initial registered agent at such address is: ANA BORREGO

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ARTICLE V.

This corporation is to have perpetual existence.

ARTICLE VI.

The initial Post Office Address of the principal office of this Corporation in the State of Florida is: 3720 S.W. 132 Avenue, Miami, Florida 33175.

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII.

This corporation shall have One (1) directors, initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII.

The name and post office addresses of the first Board of Directors and officers of this corporation, who shall hold office for the year of its existence or until their successors are elected and qualified, are as follows:

ANA BORREGO

PRESIDENT 3720 S.W. 132 Avenue.
Secretary/Treas. & Miami, Florida 33175
Director

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ARTICLE IX.

The names and Post office addresses of the subscribers to this Certificate of Incorporation and the number of shares each agrees to take and the value of the consideration paid thereof, the total aggregate amount of which is not less than the amount of capital with which the corporation will begin business, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
ANA BORREGO	3720 S.W. 132 Avenue Miami, Florida 33175	100 Shares	\$100.00

ARTICLE X.

The management and control of the business of this corporation shall be conducted under the directions of the Board of Directors by the Officers who shall be elected by the Board of Directors, to-wit: a President; one or more Vice-Presidents; a Treasurer and Secretary; one or more of said officers may hold one or more offices.

ARTICLE XI.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, Proposed by them to the Stockholders, and approved at a stockholder's meeting by a majority of the stock entitle to vote thereon.

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ARTICLE XII.

In furtherance, and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized:

(a) To adopt and amend the by-laws of this corporation, provided the amendments thereto are not inconsistent with the by-laws adopted by the stockholders.

(b) To authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

(c) To set apart out of any funds of the corporation available for dividends a reserve or reserves in the manner in which it was created.

(d) When and as authorized by the affirmative vote of Stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of stockholders of record holding stock in the Corporation entitling them to exercise at least a majority of the voting power, to sell, lease, or exchange all of its property and assets, including its good will and its corporate franchises, or any property of assets essential to the business of the corporation, upon the terms and conditions as its Board of Directors deem expedient and for the best interests of the corporation.

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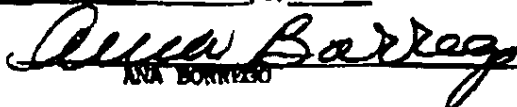
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ARTICLE XII

In furtherance, and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized:

- (a) To adopt and amend the by-laws of this corporation, provided the amendments thereto are not inconsistent with the by-laws adopted by the stockholders.
- (b) To authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.
- (c) To set apart out of any funds of the corporation available for dividends a reserve or reserves in the manner in which it was created.
- (d) When and as authorized by the affirmative vote of stockholders or record holding stock in the corporation entitling them to exercise at least a majority of the voting power given at a stockholder's meeting duly called for that purpose, or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, to sell, lease, or exchange all of its property and assets, including its good will and its corporate franchises, or any property of assets essential to the business of the corporation, upon the terms and conditions as its Board of Directors deem expedient and for the best interests of the corporation.

IN WITNESS WHEREOF, the incorporators have hereunto set their respective hands and seals this 23th day of October, 19 96.


ANA BORREGO

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SENT BY: CARLOS MENDEZ ESG,

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STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY, that on this day, before me a Notary Public, duly authorized in the state and county named above to take acknowledgments, personally appeared ANA BORRERO to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Hialeah, Dade County, Florida, this 28th day of October, 1996.

My Commission MARIA E. FUENTES
COMMISSION # CC 487478
EXPIRES NOV 17, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

[Signature]
Notary Public, State of Florida

Personally known X or Produced Identification _____
Type of Identification Produced _____

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared ANA BORRERO to me known to be the person described as the Registered Agent and Initial Registered Agent, as set forth in those Articles of Incorporation and he hereby accepts to act in this capacity and agrees to comply with the provisions of said Act.

[Signature: Ana Borrero]
ANA BORRERO
(Registered Agent)

SWORN TO AND SUBSCRIBED before me on this 28 day of October, 1996.
My Commission MARIA E. FUENTES
COMMISSION # CC 487478
EXPIRES NOV 17, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

[Signature]
Notary Public, State of Florida

Personally Known X or Produced Identification _____
Type of Identification Produced _____

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