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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

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

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: GERIATRIC CARE MANAGEMENT, INC.
AUDIT NUMBER.....H96000016984
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 6
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DEC-04-1996 09:24 FROM STEPHEN B. COHEN CPA

TO

NO. 026 002
95929591 P.02

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GERIATRIC CARE MANAGEMENT, INC.

The undersigned subscriber to these Articles of Incorporation, being a natural person, competent to contract, hereby associates himself to form a corporation under the law of the State of Florida.

This Corporation shall have perpetual existence.

ARTICLE I -

PURPOSE

The purpose of this Corporation is to engage in the transaction of any and all business permitted under the laws of the United States and of this State.

ARTICLE II -

CAPITAL STOCK

The maximum number of stock that this Corporation is authorized to have outstanding at any time is one thousand (1000) shares of common stock having the par value of One (\$1.00) Dollar.

Prepared by: Stephen B. Cohen CPA
19032 NE 29th Ave.
Aventura, Florida 33180
(305)931-3134

12/04/96 12:50

DEC-04-1996 09:25 FROM STEPHEN B. COHEN CPA

TO

NO. 026
95929591 P. 03

003

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ARTICLE III -

ADDRESS OF PRINCIPAL OFFICE

The initial principal address, mailing address and registered office address of this Corporation are the same as follows: 19032 NE 29th Avenue, Aventura, FL 33180. The initial registered agent at such address is Sharon F. Cohen.

ARTICLE IV -

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 19032 NE 29th Avenue, Aventura, FL 33180 and the name of the initial registered agent of this corporation at that address is: Sharon F. Cohen.

ARTICLE V -

INCORPORATORS

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

NAME

ADDRESS

SHARON F. COHEN

19032 NE 29 AVENUE

Aventura, FL 33180

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DEC-04-1996 09:25 FROM STEPHEN D. COHEN CPA

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NO.026
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ARTICLE VI:-

INITIAL BOARD OF DIRECTORS AND OFFICERS

This Corporation shall have one (1) director and (1) officer initially. The number of directors and officers may be either increased from time to time by the By-Laws, but shall never be less than one(1). The name and address of the initially director and/or officer of this Corporation is:

NAME

ADDRESS

SHARON F. COHEN

19032 NE 29TH Avenue President/Treasurer
Aventura, FL 33180

ARTICLE VII:-

BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

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ARTICLE VIII -

RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite his name:

SHARON F. COHEN

ONE HUNDRED (100) SHARES

ARTICLE IX -

MANAGEMENT OF CORPORATION BY DIRECTORS AND OFFICERS

All corporate powers shall be exercised by or under the authority of the Director and the business affairs of this corporation shall be managed under the direction of the Director of this Corporation.

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ARTICLE X:

The shares of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code in order that the shareholders of the corporation may receive the benefits thereunder.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this Dec. 4 day of December, 1996.

Sharon Cohen
Subscriber

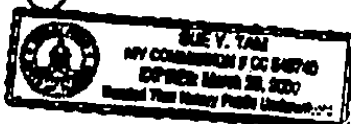
STATE OF FLORIDA)

COUNTY OF DADE) SS:

BEFORE ME a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Sharon F. Cohen known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNES WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 4 day of December, 1996.

W. V. Tam
Notary Public, State of Florida



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ACCEPTANCE BY REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as
registered agent for said corporation.

Signature

Sharon Cohen

Date

December 4, 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA