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DIVISION OF CORPORATIONS
PUBLIC ACCESS TERMINAL
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((H96000017043 6))

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: GROVE CARE SERVICES, INC.
AUDIT NUMBER.....H96000017043
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 4
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** ENTER 'M' FOR MENU. **

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TALLAHASSEE, FLORIDA

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ID:3058576820

DEC 04 '96 17:08 NO.007 P.02

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ARTICLES OF INCORPORATION

OF

GROVE CARE SERVICES, INC.

ARTICLE I - NAME

The name of this Corporation is **GROVE CARE SERVICES, INC.**

ARTICLE II - ADDRESS

The address of the principal office and mailing address of the corporation is

4040 LA PLAYA BOULEVARD, COCONUT GROVE, FLORIDA 33133

ARTICLE III - DURATION

The Corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue shall be 1,000 shares of **ONE DOLLAR (\$1.00)** par value voting common stock.

Prepared by: Kaufman Rossin & Co.
2699 South Bayshore Dr.
Miami, FL 33133
(305) 858-5600

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is **4040 LA PLAYA BOULEVARD, COCONUT GROVE, FLORIDA 33133**, and the name of the initial registered agent of this Corporation at that address is **KEITH SHARKEY**.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

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

MARIO KLAPPHOLZ
4040 LA PLAYA BOULEVARD
COCONUT GROVE, FLORIDA 33133

ARTICLE VIII - INCORPORATOR

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

MIGUEL G. FARRA
2699 SOUTH BAYSHORE DRIVE
MIAMI, FLORIDA 33133

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


Incorporator

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12/05/96 10:22
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STATE OF FLORIDA

COUNTY OF *Dade*

)
) SS.
)

The foregoing instrument was acknowledged before me on *December 4*, 1996, by
Miguel G. Farra, to whom is personally known to me and he did take an oath.

Michelle Moyano
Name: *Michelle MOYANO*
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



MICHELLE MOYANO
My Commission 00471218
Expires Jul. 08, 1999
Bonded by AHD
800-822-8870

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NO.843 005

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CERTIFICATE OF REGISTERED AGENT

OF

GROVE CARE SERVICES, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

That desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named **KEITH SHARKEY**, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 4 day of December, 1996.


KEITH SHARKEY

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