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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

FAX #: (305)541-3770

PHONE: (305)541-3694

NAME: BEN CARE, INC.

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ARTICLES OF INCORPORATION

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OF

BEN CARE, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLES I. NAME

The name of the corporation is BEN CARE, INC.

ARTICLE II. NATURE OF BUSINESS

The nature of the business to be transacted by this corporation is:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose shall limit this general purpose in any way.

B. To own and manage properties, both commercial and residential, and including any type of activity necessarily incident thereto.

C. To buy, sell, exchange, lease, subdivide, develop, improve, own, hold, mortgage or deal in and dispose of real estate and personal property or any interest therein; to construct, erect, decorate, repair and remodel buildings, and structures of all types, including residences, apartments, stores, warehouses, and

WALTER M. DINGWALL, WALTER M. DINGWALL, LICENSE # 1461 E. BROWARD BLVD. #110 FT. LAUDERDALE, FL 33301
(305) 455-5700 - FLORIDA BAR NUMBER 257737

FBN. 019737

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FT LAUDERDALE, FL 33301 (305) 455-5700
EMPIRE CORPORATE KIT

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office buildings, with all the usual and necessary rights and powers for the accomplishments of the foregoing.

D. To make and perform contracts of every kind and description suitable, necessary, useful, or advisable in connection with any or all of the purposes or the attainment of any or all of the objects or the furtherance of any or all of the powers herein set forth, either alone or associates with other corporations, firms, associations, or individuals, provided the same shall not be inconsistent with the laws of the State of Florida.

E. To acquire the whole or any part of the goodwill, business, stock, assets, property, bonds and rights of any and every nature or any person, firm, association, or corporation doing business of a similar character as above; to pay for the same in cash, stock of this corporation, bonds or otherwise, to assume all or any part of the liabilities of any corporation, association, firm or individual engaged in a business or similar character as above or incidental thereto; and to continue any such business so acquired.

F. To hold, purchase or otherwise acquire any interest in, and to sell, assign, pledge, or otherwise dispose of shares of the capital stock, bonds, or other evidences of debt issued or created by any other corporation, and, while the owner of such capital stock, to exercise all the rights and privileges of ownership, including the right to vote thereon, to guarantee, assume, become surety for, endorse, or agree in any way to pay the bonds, notes, securities, liabilities, or other indebtedness of other corporations.

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G. To do and act in the foregoing and any part thereof as owner or on its own account, or as agent, broker, factor or otherwise, and in general, to do and perform any and all things and acts, and conduct and transact any and all other business or businesses which may be necessary, convenient, incidental or proper to the exercise of any and all of the foregoing purposes and business of the corporation, and to do and perform any and all things and acts, and have and exercise all of the rights, privileges, powers and franchises that corporations of like nature organized under the laws of Florida are empowered, authorized and permitted to do and perform.

ARTICLE III. CAPITAL STOCK

A. The amount of total authorized capital stock of this corporation is Ten Thousand Shares (10,000) of common stock with a par value of One Dollar (\$1.00) per share.

B. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, labor or services at a just valuation to be fixed by the Directors. Property or labor may also be purchased with the corporate stock at such valuation as may be fixed by the Director.

C. Every holder of common stock of this corporation shall be entitled, as of right, to subscribe for and purchase, or receive any new or additional stock of any class, whether now or hereafter authorized, or any bond, debentures, treasury stock, or other securities of this corporation convertible into stock of any class and all such additional shares of stock and securities to be subscribed shall be issued to such stockholders in the same ratio

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that their then stock ownership in the corporation bears to all other outstanding stock in the corporation.

ARTICLE IV. INITIAL CAPITAL

This corporation shall begin business with not less than Five Hundred Dollars (\$500.00) of paid-in capital.

ARTICLE V. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI. ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 8431 Boca Rio Drive, Boca Raton, Florida 33433. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

This corporation shall have one (1) Director, initially. The number of Directors may be increased from time to time by the By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. TRANSFERABILITY OF SHARES

This corporation, and any or all of the stockholders of this corporation, may from time to time enter into such agreements as they deem expedient relating to the shares of stock held by them and limiting the transferability thereof; and thereafter any transfer of such shares shall be made in accordance with the

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provisions of such agreement, provided that before the actual transfer of such shares on the books of the corporation, written notice of such agreement shall be given to this corporation by filing a copy thereof with the secretary of the corporation and a reference to such agreement shall be stamped, written or printed upon the certificate representing such shares, and the By-Laws of this corporation may likewise include provisions for the making of such agreement, as aforesaid.

ARTICLE IX. TRANSACTION WITH
INTERESTED DIRECTORS OR OFFICERS

In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any individual firm, shall be in any way affected or invalidated by the fact that any of the directors of this corporation are interested in such contract or transaction, provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of such Board at which time such contract or transaction is authorized or confirmed, and provided, however, that any such Directors of this corporation who are so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize or confirm such contract or transaction with like force and effect as if he were not such Director or Officer of such other corporation or not so interested.

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ARTICLE X. REPLACING STOCK CERTIFICATES

The Board of Directors may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed certificates.

ARTICLE XI. INITIAL DIRECTORS

The name and post office address of each of the members of the Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Benay Britton (Chairman)	8451 Boca Rio Drive Boca Raton, FL 33433

ARTICLE XII. INITIAL OFFICERS

Until the next meeting of the Stockholders and Directors of the corporation, the following shall constitute the officers of the corporation:

Benay Britton - President - Secretary/Treasurer

ARTICLE XIII. SUBSCRIBER

The name and post office address of the subscriber of these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Benay Britton	8451 Boca Rio Drive Boca Raton, FL 33433

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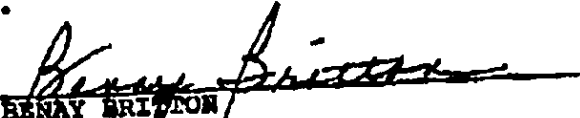
ARTICLE XIV. AMENDMENT

These Articles of Incorporation may be amended in the following manner: 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 entitled to vote thereon.

ARTICLE XIV. REGISTERED AGENT

That the said BEN CARE, INC., desiring to organize under the laws of the State of Florida, hereby designates Benay Britton, as its Registered Agent and 8451 Boca Rio Drive, Boca Raton, Florida 33433 as its Registered Office, and agree to maintain same at all times.

IN WITNESS WHEREOF, I, the undersigned, for the purpose of forming a corporation pursuant to the laws of the State of Florida, do make, subscribe and acknowledge this Certificate, and I have herunto duly executed the foregoing Articles of Incorporation to be filed in the Office of the Secretary of the State of Florida for the purposes therein set forth.


BENAY BRITTON

STATE OF FLORIDA }
COUNTY OF BROWARD } ss

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County named above to take acknowledgments, appeared BENAY BRITTON, personally known to me to be the person described as subscriber in and who executed the foregoing Articles of Incorporation; and he acknowledged before me

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that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State
above named this 19th day of December, 1996.

Walter M. Dornwall
NOTARY PUBLIC

My Commission Expires:

— Personally known to me, or
— Produced Identification: FL: B635-063-46-5110
Type of Identification



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**CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED**

In Compliance with Sections 48.031 and 607.034, Florida Statutes, the following is submitted:

First - That BEN CARE, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 8451 Boca Rio Drive, Boca Raton, Florida 33433 has named Benay Britton, located at 8451 Boca Rio Drive, Boca Raton, Florida 33433, as its agent to accept service of process within Florida.

Dated: 12-19-96

Benay Britton
BENAY BRITTON, Subscriber

Having been named to accept service of process for the above named corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Benay Britton
BENAY BRITTON, Resident Agent

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SECTION 1
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