

MARK S. KAMLEITER  
ATTORNEY AT LAW

Courthouse Square  
600 First Avenue N. - Suite 206  
St. Petersburg, FL 33701

P97000009193

January 20, 1997

Office: (813) 824-8989  
Fax: (813) 824-6389

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Quality Referrals, Inc.

200002071482--8  
-01/28/97--01174--011  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir/Madam:

Enclosed is an original and two (2) copies of the Articles of Incorporation and a check in the amount of \$122.50 for the filing fee and a Certified Copy.

Please file these articles of Incorporation and return the Certified Copy in the enclosed SASE.

Sincerely,

*Mark S. Kamleiter*

Mark S. Kamleiter, Esq

JAN 30

BSB

FILED  
97 JAN 27 AM 11:32  
TALLAHASSEE, FLORIDA

FILED

97 JAN 27 AM 11:32

SEC. OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**QUALITY REFERRALS, INC.**

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The undersigned, acting as Incorporators of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporations:

1. **Name:** The name of the corporation is **Quality Referrals, Inc.**
2. **Principal Office/Mailing:** The initial street and mailing address of the initial principal office is:  

**611 - 9<sup>th</sup> Avenue N., St. Petersburg, Florida 33701**
3. **Purpose of Corporation:** The purpose or purposes for which the corporation, **Quality Referrals, Inc.** (Hereinafter, **Agency**) is organized are to engage in the business of the placement of elders, disabled, or handicapped into Assisted Living Facilities and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these articles of incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.
4. **Shares:** The number of shares the corporation is authorized to issue is 100 shares.
5. **Preemptive Rights:** Each shareholder of this corporation shall have the first right to purchase shares of any class, kind or series of stock in this corporation that may from time to time be issued, including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice

in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

**6. Initial Registered Office and Agent:** The name and street address of the initial registered agent and office of this corporation is:

Mark S. Kamleiter, Esq.  
600 - 1<sup>st</sup>. Avenue N., Suite 206  
St. Petersburg, Florida 33701-3609

**7. Incorporator:** The name and address of the Incorporator is:

Helga R. Scott                      611 - 9<sup>th</sup> Avenue N.  
St. Petersburg, FL 33701


**8. Director:** The name and address of the initial director is:

Helga R. Scott                      611 - 9<sup>th</sup> Avenue N.  
St. Petersburg, FL 33701

**9. Amendment of Articles of Incorporation:** The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, with not less than a unanimous vote of the common stock.

**10. Management of Corporation by Shareholders:** All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation..

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 17 day of January, 1997.

  
\_\_\_\_\_  
Helga R. Scott

STATE OF FLORIDA  
COUNTY OF PINELLAS

Before me personally appeared Helga R. Scott, who is to me well known to be the person described in and who executed the foregoing Articles of Incorporation and who acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 17<sup>th</sup> day of January, 1997.



Mark S. Kamleiter  
My Commission CC594269  
Expires October 17, 2000

  
\_\_\_\_\_  
Mark S. Kamleiter, Notary Public, State of Florida

Having been named as registered agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505, Florida Statutes.

  
\_\_\_\_\_  
Mark S. Kamleiter, Registered Agent