

757000014560

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED

97 FEB 14 AM 11:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TX

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN
Will Pick Up 2/14/12:00

RE:

Adult Care
Development Corp.

C.C. FEE.

DISBURSED

<input type="checkbox"/> Capital Express SM	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. File	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership File	_____	_____
<input type="checkbox"/> Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> () Cert. Copy(s)	_____	_____
<input type="checkbox"/> Art. of Amend. File	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U S-	_____	_____
<input type="checkbox"/> Fictitious Name File	_____	_____
Name Reservation	700002087637 4 02/14/97 01016-018 ****122.50 ****122.50	_____
Annual Report/Reinstatement	_____	_____
Reg. Agent Service	_____	_____
Document Filing	_____	_____
<input type="checkbox"/> Corporate Kit	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 File	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s, _____ Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone () _____	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prep.	_____	_____
<input type="checkbox"/> FAX () _____ pgs.	_____	_____

SUBTOTALS

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment.
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

RECEIVED
96 FEB 14
DIVISION OF REVENUE
TALLAHASSEE, FLORIDA
THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION
OF
ADULT CARE DEVELOPMENT CORP.

FILED

97 FEB 14 AM 11:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation
under the Florida General Corporation Act, adopts the following
Articles of Incorporation:

ARTICLE 1.
Name

1.1) Name. The name of the corporation is

Adult Care Development Corp.

ARTICLE 2.
Purpose and Powers

2.1) Purpose. The purpose or purposes for which the
corporation is organized are to engage in any activity or
business permitted under the laws of the United States and of
this state.

2.2) Powers. This corporation shall have all of the powers
enumerated in the Florida General Corporation Act.

ARTICLE 3.
Capital Stock

3.1) Number of Shares. The aggregate number of shares that
the corporation shall have the authority to issue is 7500 shares
of Capital stock with a par value of \$1.00.

3.2) Initial Issue. One thousand (1,000) shares of the
Capital stock of the corporation shall be issued for cash at a
par value of \$1.00.

3.3) Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

3.4) Classes of Stock and Shares in Series. The shares of the corporation are not to be divided into classes. The corporation is not authorized to issue shares in series.

ARTICLE 4.
Corporate Existence and Period of Duration

4.1) Corporate Existence. Corporate existence shall begin on the date these Articles are filed.

4.2) Period of Duration. The period of duration of the corporation is perpetual.

ARTICLE 5.
Initial Registered Office and Agent and Principal Business Office

5.1) Initial Registered Office and Agent. The street address of the initial registered office of this corporation is 311 Park Place Blvd., Suite 225, Clearwater, Florida and the name of the initial registered agent of this corporation at that address is John J. Piazza, Sr..

5.2) Principal Business Office. The principal business office of this corporation is 311 Park Place Blvd., Suite 225, Clearwater, Florida 34619.

ARTICLE 6
Directors

6.1) Initial Board of Directors. This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the person who shall serve as the director until the first annual meeting of shareholders, or until his successor shall have been elected and qualified, is as follows: John J. Piazza, Sr., 311 Park Place Blvd., Suite 225, Clearwater, Florida 34619.

ARTICLE 7.
Incorporator

7.1) Incorporator. The name and address of the initial incorporator is as follows: John J. Piazza, Sr., 311 Park Place Blvd., Suite 225, Clearwater, Florida 34619.

ARTICLE 8.
Powers and Rights of Shareholders

8.1) Pre-emptive Rights. The holders of the common stock of this corporation shall have pre-emptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The pre-emptive right of any holder is determined by the ratio of the holder of all shares of common stock currently authorized (authorized and issued).

8.2) Method of Voting. The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

ARTICLE 9.
Amendments

9.1) Amendments to Articles of Incorporation. The corporation reserves the right from time to time to amend, alter, or repeal, or to add any provision to, its Articles of Incorporation, in any manner now or hereafter prescribed or permitted by the provisions of Chapter 607 of Florida Statutes, or any amendment thereto, or by the provisions of any other applicable statute of the State of Florida; and all rights conferred upon stockholders by these Articles of Incorporation or any amendment hereto are granted, subject to this reservation.



INCORPORATOR

FILED

97 FEB 14 AM 11:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

February 12, 1997
(DATE)

John J. Piazza, Sr.
John J. Piazza, Sr.

IN WITNESS WHEREOF, The undersigned has made and subscribed to these Articles of Incorporation at Clearwater, Florida on the 12th day of February, 1997.

John J. Piazza, Sr.
John J. Piazza, Sr.

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared John J. Piazza, Sr., who is to me well known to be the person described and who subscribed the above Articles before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Clearwater in said County and State this 12TH day of February, 1997.

Rita A. Lombardi
Notary Public

My commission expires:

