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FLORIDA DIVISION OF CORPORATIONS
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FROM: BERENFELD, SPRITZER, SHECHTER & SHEER
105214002607

ACCT#:

CONTACT: PHILIP SHECHTER
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(305) 274-5139

FAX #:

NAME: GERIATRIC CARE MANAGEMENT AND COUNSELING SER
AUDIT NUMBER.....H97000003341
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ARTICLES OF INCORPORATION

OF

GERIATRIC CARE MANAGEMENT AND COUNSELING SERVICE, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

GERIATRIC CARE MANAGEMENT AND COUNSELING SERVICE, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

8830 S.W. 123 COURT
#I-207
MIAMI, FLORIDA 33186

ARTICLE III CORPORATE CAPITALIZATION

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

7500 SHARES AT \$1 PAR VALUE

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of initial registered agent is:

MARK S. YARNOLD
8830 S.W. 123 COURT
#I-207
MIAMI, FLORIDA 33186

BERENFELD, SPRITZER, SHECHTER & SHEER
7700 N. KENDALL DRIVE, SUITE 805
MIAMI, FLORIDA 33156
(305) 274-4600

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ARTICLE V INCORPORATOR(S)

The name and street address of the incorporator to these Articles of Incorporation is(are):

MARK S. YARNOLD
8830 S.W. 123 COURT
#I-207
MIAMI, FLORIDA 33186

The undersigned has(have) executed these Articles of Incorporation this 26 day of Feb., 19 97

Mark S. Yarnold / President
Signature/Title

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

GERIATRIC CARE MANAGEMENT AND COUNSELING SERVICE, INC.

2. The name and address of the registered agent and office is:

MARK S. YARNOLD
 8830 S.W. 123 COURT
 #1-207
 MIAMI, FLORIDA 33186

SIGNATURE Mark A. Yarnold
 (Corporate Officer)

TITLE President

DATE 2-28-97

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 TALLAHASSEE, FLORIDA

HAVING BEEN NAMED REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE Mark A. Yarnold

DATE 2-28-97