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FRIEDMAN, ROSENWASSER & GOLDBAUM

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AND COUNSELORS AT LAW
THE PLAZA • SUITE 801
5355 TOWN CENTER ROAD
BOCA RATON, FLORIDA 33486

TELEPHONE (561) 395-5511

TELEFAX (561) 368-9274

February 28, 1997

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

100002102981--3
-03/04/97--01004--013
****122.50 ****122.50

Re: CARE ALLIANCE OF AMERICA, INC.

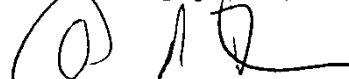
Dear Sir or Madam:

Enclosed herewith you will find a check in the amount of \$122.50 along with the original and a copy of the Articles of Incorporation of Care Alliance of America, Inc.

Once the enclosed is processed, kindly return copies to this office by Federal Express, in the enclosed envelope.

If you have any questions regarding the enclosed, feel free to call. Thank you for your cooperation in this matter.

Very truly yours,


Andrew R. Friedman

ARF/sc
Encls.

Via Federal Express



FILED
MAR 24 AM 9:06
TALLAHASSEE, FLORIDA
STATE

FILED

ARTICLES OF INCORPORATION
OF
CARE ALLIANCE OF AMERICA, INC.

97 MAR -4 AM 9:06
SEC. OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a Corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

CARE ALLIANCE OF AMERICA, INC.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 100,000 shares common stock, \$1.00 par value.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration therefor shall have been paid.

ARTICLE IV

The amount of capital with which this corporation shall commence business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE V

This corporation shall have perpetual existence, unless dissolved according to law.

ARTICLE VI

The principal office of the Corporation shall be at 1650 South Dixie Highway, Suite 1-AB, Boca Raton, FL 33432. Corporation shall have full power and authority to transact business and to establish offices and agencies in such other places within and without the State of Florida and in any foreign countries. The name of the initial registered agent of this Corporation at the above address is: ARTHUR E. SNYDER.

ARTICLE VII

The business of the Corporation shall be conducted by a Board of Directors of not less than one to be increased at the discretion of the Board of Directors.

ARTICLE VIII

The name and post office addresses of the first Directors of this Corporation, all subject to the provisions of this certificate, By-laws, and the Corporation Law of the State of Florida, who shall hold office for the first year, or until their successors are duly elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
PATRICIA S. KUBANY	1650 South Dixie Hwy. Suite 1-AB Boca Raton, FL 33432
ARTHUR E. SNYDER	1650 South Dixie Hwy. Suite 1-AB Boca Raton, FL 33432

ARTICLE IX

The names and post office addresses of the officers of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
PATRICIA S. KUBANY President/CEO/Secretary	1650 South Dixie Hwy. Suite 1-AB Boca Raton, FL 33432
ARTHUR E. SNYDER Executive Vice President Treasurer	1650 South Dixie Hwy., Suite 1-AB Boca Raton, FL 33432

ARTICLE X

The name and post office address of the subscriber to the Certificate of Incorporation is as follows:

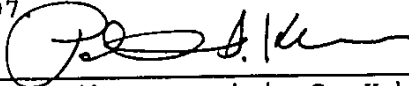
<u>NAME</u>	<u>ADDRESS</u>
PATRICIA S. KUBANY	1650 South Dixie Hwy. Suite 1-AB Boca Raton, FL 33432

ARTICLE XI

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator, being the same person named in Article X above, and in evidence of her desire to form this Corporation does hereunto subscribe her name,

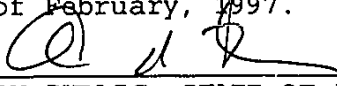
this 28 day of February,, 1997.


Subscriber-Patricia S. Kubany

STATE OF FLORIDA)
) ss.:
COUNTY OF PALM BEACH)

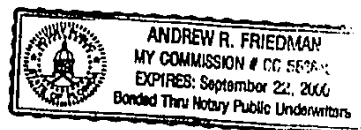
BEFORE ME, the undersigned authority, personally appeared PATRICIA S. KUBANY, personally known to me and known to me to be the person described in and whose name is signed to the foregoing Certificate of Incorporation of CARE ALLIANCE OF AMERICA, INC., and who is described in said Certificate as the incorporator of said Corporation, and she acknowledged before me under oath that she executed the same for the purposes herein expressed.

WITNESS my hand and seal in the County of Palm Beach, State of Florida, this 28th day of February, 1997.


NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:

☒ Personally known
☐ Produced Identification
Type of Identification



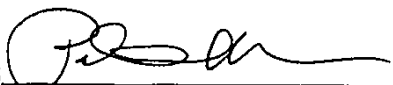
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

97 MAR -4 AM 9:06

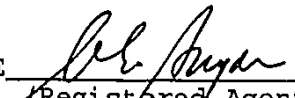
SEC. OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST - THAT CARE ALLIANCE OF AMERICA, INC.
(Name of Corporation)
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF BOCA
RATON, STATE OF FLORIDA, HAS NAMED ARTHUR E. SNYDER LOCATED AT
1650 South Dixie Highway, Suite 1-AB, Boca Raton, FL 33432 AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE 
(Sole Incorporator)
TITLE Sole Incorporator
DATE 2/28/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED 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 AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE 
(Registered Agent)
DATE: February 28, 1997