

P97000025623

TRANSMITTAL LETTER

Date: 3/11/97

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

100002114551---0
-03/17/97--01026--013
*****70.00 *****70.00

SUBJECT: ADVANTAGE HEALTH CARE CENTER, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles if incorporation and a check for :

<u>X</u>	\$70.00	Filing Fee
<u> </u>	\$78.75	Filing Fee & Certificate
<u> </u>	\$122.50	Filing Fee & Certified Copy
<u> </u>	\$131.25	Filing Fee, Certified Copy & Certificate

FILED
DIVISION OF STATE
CORPORATIONS
97 MAR 17 PM 2:02

FROM: The Law Offices of Cesar R. Sordo
3191 Coral Way
Third Floor
Miami, Florida 33145
(305) 443-6163

NOTE: Please provide the original and one copy of the articles

97 3/21/97

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
CORPORATIONS
97 MAR 17 PM 2:03

ARTICLE I - Name

The name of this corporation is **ADVANTAGE HEALTH CARE CENTER, INC.**

ARTICLE II - Principal Office

The mailing address of this corporation shall be: 4903 S.W. 8 Street
Miami, FL 33134

ARTICLE III - Purpose

This corporation is organized for the purpose of any and all business pursuant to the laws of the State of Florida.

ARTICLE IV- Capital Stock

This corporation is authorized to issue 100 shares of \$.10 par value common stock which shall be designated as "Common Shares".

ARTICLES V - Initial Registered Agent

The street address of the registered office of this corporation is 3191 Coral Way, Third Floor, Miami, Florida 33145 and the name of the registered agent of this corporation at that address is Cesar R. Sordo, Esq.

ARTICLE VI - Board of Directors

The Corporation shall initially have two Directors to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial Directors are:

Ms. Nancy Sanchez
4903 S.W. 8th Street
Miami, Florida 33134

Mr. Roberto Hernandez
4903 S.W. 8th Street
Miami, Florida 33134

Incorporator:
Cesar R. Sordo, Esq.
3191 Coral Way
Miami, Florida 33145
Fla Bar No. 947946

ARTICLE VII - Incorporator

The name and address of the Incorporator signing these Articles is Cesar R. Sordo, Esq.
3191 Coral Way
Third Floor
Miami, FL 33145

ARTICLE VIII - Pre-emptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - Indemnification

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

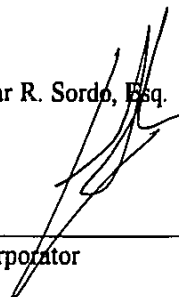
ARTICLE X - Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of the signing.

Dated: March 11, 1997

Cesar R. Sordo, Esq.



Incorporator

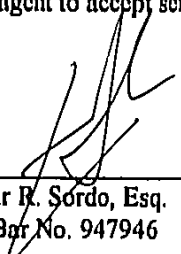
Certificate designated place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 17 PM 2:03

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that ADVANTAGE HEALTH CARE CENTER, INC., desiring to organize or qualify under the laws of the State of Florida, has named Cesar R. Sordo, Esq. located at 3191 Coral Way, Third Floor, Miami, Florida 33145 as its agent to accept service of process within Florida.

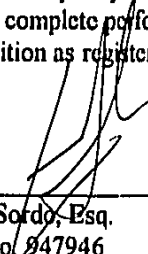
Dated: March 11, 1997



Cesar R. Sordo, Esq.
Fla Bar No. 947946

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. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: March 11, 1997



Cesar R. Sordo, Esq.
Fla Bar No. 947946