

MOORE & MENKHAUS, P.A.
ATTORNEYS AT LAW

4800 N. FEDERAL HIGHWAY
SUITE 210 A
BOCA RATON, FLORIDA 33431-5176

(407) 394-7910
FAX TELECOPIER:
(407) 393-6541

March 28, 1997

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399
Attn: NEW CORP. FILINGS

100002128371--7
-03/31/97--01067--007
****122.50 ****122.50

Re: The Caring Solution of South Florida, Inc.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation for the above referenced corporation. I have also enclosed our check in the amount of \$122.50, which represents the filing fee for same.

Please file the original and return the enclosed copy stamped "filed" to the undersigned in the envelope provided for your convenience.

Please do not hesitate to contact me if you have any questions concerning the foregoing.

Very truly yours,

David J. Menkhaus

David J. Menkhaus

DJM/rs
Enclosures

4-1-97
ID

FILED
97 MAR 31 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

THE CARING SOLUTION OF SOUTH FLORIDA, 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:

THE CARING SOLUTION OF SOUTH FLORIDA, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The mailing address of the initial principal office of this corporation is 2400 South Federal Highway, Suite 400, Stuart, Florida 34994. The Board of Directors may, from time to time, change the street and post office address of the principal office of the corporation.

**ARTICLE III
PURPOSE**

To engage in any activity or business permitted under Chapter 621 of the Florida Statutes and to specifically engage in the practice of medicine.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

(a) Par value shall be \$0.001 per share.

(b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.

(c) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

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TALLAHASSEE, FLORIDA

(d) Notwithstanding any other provision herein or in the By-Laws, the corporation and the relationships among its shareholders shall be governed in accordance with a Shareholder Agreement among the corporation and its shareholders pursuant to Section 607.0731, Florida Statutes, as amended. Any conflict between the provisions hereof and thereof shall be controlled by the provisions of the Shareholder Agreement.

ARTICLE V TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation is David J. Menkhaus. The street address of the initial registered agent of this corporation is 4800 North Federal Highway, Suite 210-A, Boca Raton, Florida 33431.

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Director(s) initially. The number of Directors may be either increased or diminished from time to time in accordance with the By-Laws but shall never be fewer than one (1).

ARTICLE VIII AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of each class of shareholders shall be required for any amendment or repeal.

ARTICLE IX INCORPORATOR

The name and street address of the person signing these Articles is David J. Menkhaus, Esquire, 4800 North Federal Highway, Suite 210-A, Boca Raton, Florida 33431-5176.

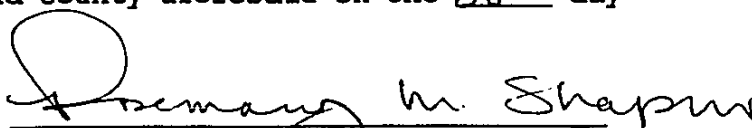
The undersigned has executed these Articles of Incorporation this 28th day of March, 1997.


David J. Menkhaus, Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

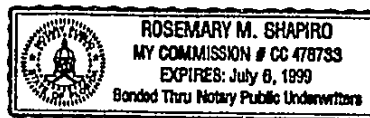
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared David J. Menkhaus, personally known to me to be the person who executed the foregoing Articles of Incorporation, and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed me official seal, in the State and County aforesaid on the 28th day of March, 1997.



Notary Public
State of Florida at Large

My Commission Expires:



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 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: **THE CARING SOLUTION OF SOUTH FLORIDA, INC.**
2. The name and address of the registered agent and office is: **DAVID J. MENKHAUS, ESQUIRE, 4800 North Federal Highway, Suite 210-A, Boca Raton, FL 33431-5176.**



David J. Menkhaus, Incorporator

Dated: March 28, 1997.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS 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 PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: March 28, 1997.


David J. Menkhaus,
Registered Agent