

ACCOUNT NO. : 07210000032

REFERENCE: 350340 81081A

AUTHORIZATION:

COST LIMIT: \$ 70.00

ORDER DATE: May 1, 1997

ORDER TIME : 8:28 AM

ORDER NO. : 350340-005

CUSTOMER NO: 81081A

CUSTOMER:

Karen Alexander, Esq ALEXANDER DAMBRA & DUHL, P.A.

Suite 201

5737 Okeechobee Boulevard West Palm Beach, FL 33417

DOMESTIC FILING

NAME: YOUR ULTIMATE CARE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

ARTNERSHIP

PROOF OF FILING:

FANDING

LUNK

EXAMINER'S INITIALS

PROOF OF FILING:

PROOF OF FILING:

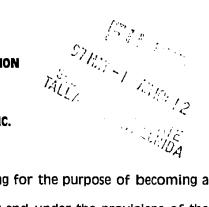
AND OF CORPORATION

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#### **ARTICLES OF INCORPORATION**

OF

# YOUR ULTIMATE CARE, INC.



The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

#### **ARTICLE I**

# Name of Corporation

The name of this Corporation shall be Your Ultimate Care, Inc. with its principal office address: 2825 Farragut Lane, West Palm Beach, Florida 33409.

#### **ARTICLE II**

# <u>Purpose</u>

This Corporation is organized for the following purposes:

- (a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.
- (b) For the purpose of transacting any or all lawful business; except that it is not to conduct a banking, safe deposit, trust insurance, surety, express, railroad, canal, telephone, telegraph or cemetery building, a building and loan association, fraternal benefit society or state fair exposition.
  - (c) To do any and everything pertinent to the above.

#### **ARTICLE III**

# Capital Stock

This Corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

#### **ARTICLE IV**

# **Preemptive Rights**

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

# **ARTICLE V**

# **Corporate Duration**

This Corporation shall have perpetual duration unless sooner dissolved by law.

#### **ARTICLE VI**

# **Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is: 2825 Farragut Lane, West Palm Beach, Florida 33409, and the name of the initial registered agent of this Corporation at that address is: Jayne Gassman.

# ARTICLE VII

#### Initial Board of Directors

This Corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the By-laws but shall never be less than one. The name and address of the initial Director of this Corporation are as follows:

Jayne Gassman

2825 Farragut Lane West Palm Beach, Florida 33446

#### **ARTICLE VIII**

#### **By-laws**

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

#### **ARTICLE IX**

### Indemnification

This Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

#### **ARTICLE X**

## **Incorporator**

The name and address of the person signing these Articles is as follows: Jayne Cassman, 2825 Farragut Lane, West Palm Beach, Florida 33409.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24 day of 4 day of 4 and 4 day of 4

Jayne Sassman Jayne Bassman

STATE OF FLORIDA COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 24 day of April 1997, by Jayne Gassman, who is personally known to me or who has produced for larver's as Identification.

CATHERINE M. OREGERO
MY COMMISSION # CC 602858
EXPIRES: March 23, 1999
Bonded Thru Notary Public Underwriters

(Notary Seal)

Notary Public, State of Florida

Catherine M. Oregero

My Commission Expires:

Print Name of Notary Public

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

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

FIRST: THAT YOUR ULTIMATE CARE, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 2825 FARRAGUT LANE, WEST PALM BEACH, FLORIDA 33409, HAS NAMED J.AYNE GASSMAN, LOCATED AT 2825 FARRAGUT LANE, WEST PALM BEACH, FLORIDA 33409, CITY OF DELRAY BEACH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Acy ne Sasasu cen prine passman President 4/24/97

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 PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES.

Jayne Cassman

(Date)

CORP\YUC.AGC