



THE UNITED STATES  
CORPORATION  
COMPANY

P 97000038874

ACCOUNT NO. : 072100000032

REFERENCE : 350340 81081A

AUTHORIZATION :

Patricia Pigott

COST LIMIT : \$ 70.00

ORDER DATE : May 1, 1997

ORDER TIME : 8:28 AM

ORDER NO. : 350340-005

CUSTOMER NO: 81081A

200002161372--2

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

EXAMINER'S INITIALS

RECEIVED  
97 MAY - 1 AM 9:55  
DIVISION OF CORPORATION  
FILED  
TALLAHASSEE, FLORIDA  
200002161372--2

SN MAY - 1 1997

**ARTICLES OF INCORPORATION  
OF  
YOUR ULTIMATE CARE, INC.**

FILED  
SECRETARY-1 JAN 12  
TALLAHASSEE  
FLORIDA

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**

Purpose

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 Gassman, 2825 Farragut Lane, West Palm Beach, Florida 33409.

**IN WITNESS WHEREOF**, the undersigned subscriber has executed these Articles of Incorporation this 24 day of April, 1997.

  
Jayne Gassman

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of April, 1997, by Jayne Gassman, who is personally known to me or who has produced FL Driver's License as Identification.



(Notary Seal)

  
Notary Public, State of Florida

My Commission Expires:

Catherine M. Oregero

\_\_\_\_\_  
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 JAYNE 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.

Jayne Gassman  
Jayne Gassman  
President

4/24/97  
(Date)

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 Gassman  
Jayne Gassman

4/24/97  
(Date)

CORPIYUC.AOC

FILED  
APR 24 1997  
TALLAHASSEE  
FLORIDA