

*Welding Law Firm*  
**P97000039610**  
*Tammy H. ...*

Requestor's Name  
 318 N Monroe  
 Address  
 TALL FL 32301 222-3730  
 City/State/Zip Phone #

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 -05/05/97--01004--004  
 \*\*\*\*245.00 \*\*\*\*122.50  
 Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

FILED  
 97 MAY -5 AM 9:47  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

- Walk in    
  Pick up time \_\_\_\_\_    
  Certified Copy  
 Mail out    
 Will wait    
 Photocopy    
 Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED  
 97 MAY -2 PM 4:13  
 DIVISION OF CORPORATION

*Call Tina when done 222-3730*

Examiner's Initials *g* 5/5/97

**ARTICLES OF INCORPORATION  
OF  
LONG TERM CARE SERVICES OF FLORIDA, INC.**

FILED  
97 MAY -5 AM 9:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges, and files this certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida:

**ARTICLE I**

Name

The name of this Corporation shall be Long Term Care Services of Florida, Inc.

**ARTICLE II**

Purpose

This Corporation shall be organized for the purpose of engaging in any business which is lawful under the laws of the State of Florida.

**ARTICLE III**

Agent

The registered agent of this Corporation shall be Sonya K. Daws. The address of the registered agent shall be 318 N. Monroe Street, Tallahassee, Florida 32301.

**ARTICLE IV**

Existence

This Corporation shall have perpetual existence.

**ARTICLE V**

Address

The initial street address of the principal office of this Corporation shall be 6213-B Presidential Court, Ft. Myers, Florida, 33919.

ARTICLE VI

Capital Stock

The authorized capital stock of this Corporation shall consist of 1,000 shares of voting common stock having a par value of ten cents (\$0.10) each.

ARTICLE VII

Preemptive Rights, Cumulative Voting

Holders of the capital stock of the Corporation shall have the preemptive right to purchase any new shares of stock or securities, or rights to acquire stock or securities of the Corporation. Cumulative voting shall not be allowed in the election of its directors or for any other purposes.

ARTICLE VIII

Directors

This Corporation shall have no less than one director (1) nor more than three (3). The initial director of the Company shall be as follows:

<u>Name</u>	<u>Address</u>
Mitchell J. Friedman	6213-B Presidential Court Ft. Myers, Florida 33919

ARTICLE IX

Incorporator

The name and address of the Incorporator is: Sonya K. Daws.

ARTICLE X

Officers

The officers of the Corporation shall be a president, vice president and a treasurer, and such other officers or agents as may be appointed by the Board of Directors. All officers, agents or employees as may be necessary shall be chosen in such a manner, for such time, and have such duties as may be described by the By-Laws or determined by the Board of Directors. The names of the initial officers are as follows:

Officer

Name

President, Secretary and Treasurer

Mitchell J. Friedman

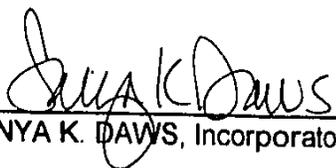
ARTICLE XI

Indemnification

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is, or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred by him in connection with such action, suit or proceeding, including appeals, to the full extent permitted under Chapter 607, Florida Statutes, or its successor statute.

Indemnification as provided hereunder shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of his heirs, executors, administrators and assigns.

IN WITNESS WHEREOF, I, the undersigned Incorporator, hereby set my hand and seal this 2nd day of May, 1997, for the purpose of forming this Corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of the State in the State of Florida the Certificates of Incorporation and certify that the facts herein stated are true.

  
\_\_\_\_\_  
SONYA K. DAWS, Incorporator

BEFORE ME, the undersigned officer, duly authorized to take acknowledgments and administer oaths, personally appeared SONYA K. DAWS, and being first duly sworn and upon his oath, stated that she signed the above Articles of Incorporation for the conditions and purposes therein expressed this 2nd day of May, 1997.

Tina S. Mauldin  
NOTARY PUBLIC - STATE OF FLORIDA

PRINTED NAME OF NOTARY; COMMISSION  
NUMBER AND EXPIRATION OF COMMISSION

Personally known to me X  
or produced the following identification: \_\_\_\_\_



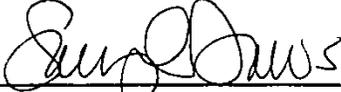
Tina S. Mauldin  
MY COMMISSION # CC563504 EXPIRES  
June 24, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

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

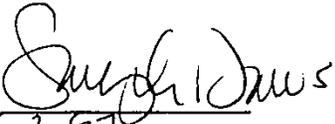
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Long Term Care Services of Florida, Inc.
2. The name and address of the registered agent and office is:

Sonya K. Daws, 318 North Monroe Street, Tallahassee, FL 32301

  
\_\_\_\_\_  
SONYA K. DAWS  
DATE 5.2.97

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.

  
SIGNATURE \_\_\_\_\_  
DATE 5.2.97  
REGISTERED AGENT FILING FEE: \$35.00

FILED  
97 MAY -5 AM 9:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA