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LAW OFFICES
SETH STOPEK, P.A.
FIRST UNION FINANCIAL CENTER
200 SOUTH BISCAYNE BOULEVARD • SUITE 2350
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FILED
MAY 22 AM 8:41
TALLAHASSEE, FLORIDA

May 20, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE
5-20-97

Re: All Care Professional Employer Organization, Inc.
Our File No. 8057

800002188658--7
-05/22/97--01114--017
***122.50 ***122.50

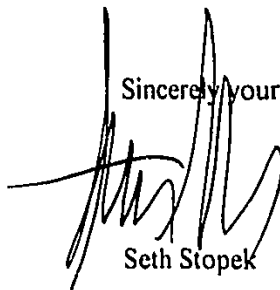
Gentlemen:

Enclosed herewith for filing you will find three executed copies of the Articles of Incorporation to the above corporation together with my check for the filing fee of \$122.50.

Please be so kind as to issue your certificate and return it to me as soon as possible.

Thank you.

Sincerely yours,



Seth Stopek

SS:eb
Enclosures

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MAY 27 1997

ARTICLES OF INCORPORATION

OF

ALL CARE PROFESSIONAL EMPLOYER ORGANIZATION, INC.

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

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97 MAY 22 AM 8:41
STATE OF FLORIDA
TALLAHASSEE

ARTICLE I

The name of the corporation shall be:

EFFECTIVE DATE
5-20-97

ALL CARE PROFESSIONAL EMPLOYER ORGANIZATION, INC.

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be 10,000 shares of common stock with a par value of \$1.00 per share.

ARTICLE V

The initial registered agent and street address of the initial registered office of the corporation shall be:

Professional Registered Agent Corporation
c/o Seth Stopek, P.A.
First Union Financial Center
200 South Biscayne Boulevard, Suite 2350
Miami, Florida 33131

ARTICLE VI

The name and address of the incorporator of the corporation is:

Professional Registered Agent Corporation
c/o Seth Stopek, P.A.
First Union Financial Center
200 South Biscayne Boulevard, Suite 2350
Miami, Florida 33131

ARTICLE VII

The mailing address of the corporation shall be:

8360 West Oakland Boulevard
Suite 117
Sunrise, Florida 33351

ARTICLE VIII

The effective date of the corporation shall be May 20, 1997.

Executed at Miami, Florida this 20th day of May, 1997.

PROFESSIONAL REGISTERED AGENT
CORPORATION

By: 
SETH STOPEK, President

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of All Care Professional Employer Organization, Inc., a conventional corporation, the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 20th day of May, 1997.

PROFESSIONAL REGISTERED AGENT
CORPORATION

By: 

SETH STOPEK, President

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