8900 SOUTHWEST 107th AVENUE **SUITE 302** MIAMI, FLORIDA 33176-1451

ROBERT E. CARLSON, CPA STEVEN C. KLEIN, CPA

TEL. (305) 598-1117 • FAX (305) 598-9269

**MEMBERS** 

AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS FLORIDA INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS

October 27, 1997

Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

Gentlemen:

Enclosed is my check in the amount of \$122.50 for fees to establish the corporation:

Total Elder Services, Inc.

Robert E. Callson (sa)

Please send articles to me at the above address. Thank you.

Very truly yours,

Robert E. Carlson

Enc.

REC:sa

ARTICLES OF INCORPORATION

FILED

OF

97 OCT 30 PM 3: 55

TOTAL ELDER SERVICES, INC.

SECRETARY OF STATE TALLAHASSEE. FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

### ARTICLE ONE NAME

The name of the corporation is <u>Total Elder Services, Inc.</u> and the <u>principal office</u> is located at <u>8900 S. W. 107 Ave.</u>, <u>Suite 302</u>, <u>Miami, FL 33176</u>, or such other address as the officers may from time to time designate.

## ARTICLE TWO DURATION

The term of existence of the corporation is perpetual.

### ARTICLE THREE PURPOSE

The corporation may engage in any or all lawful business permitted to corporations under the laws of the STATE OF FLORIDA, or any other state, country, territory or nation.

## ARTICLE FOUR CAPITAL STOCK

The maximum number of shares which the corporation has authority to issue is 1,000 shares, all of which shall be common shares with a par value of \$1.00 each.

## ARTICLE FIVE REGISTERED OFFICE

The principal address of the initial registered office of the corporation shall be <u>8900 S. W. 107 Ave.</u>, Suite 302, Miami, FL 33177. The name of the initial registered agent at such address is <u>Robert E. Carlson.</u>

# ARTICLE SIX PRE-EMPTIVE RIGHTS

The shareholders shall have Pre-emptive Rights.

#### ARTICLES

### ARTICLE SEVEN DIRECTORS

The Board of Directors of the corporation shall consist of at least one member and not more than three.

The name and address of initial Directors of the Board are:

NAME

<u>ADDRESS</u>

Robert E. Carlson

8900 SW 107 Ave., Suite 302

Miami, FL 33176

Bernard Tytell

13953 S. W. 66 St., Suite 706B

Miami, FL 33183

#### **INCORPORATORS**

The name and address of the incorporator is:

NAME

**ADDRESS** 

Bernard Tytell

8900 S. W. 107 Ave., Suite 302 Miami, FL 33176

IN WITNESS WHEREOF, I have subscribed my name this 33 day of October, 1997.

Bernard Tytel, Incorporator

STATE OF FLORIDA: COUNTY OF DADE: \_\_ \_

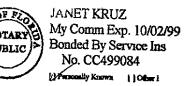
On this <u>23 day of October</u>, 1997, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Bernard Tytell, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purpose herein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

NOTARY PUBLIC

STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES:



### FILED

#### CERTIFICATE OF DESIGNATION

97 OCT 30 PM 3:55

SECRETARY OF STATE REGISTERED OFFICE TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, 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.

- I. The name of the corporation is **Total Elder Services**, **Inc**.
- 2. The name and address of the registered agent and office is Robert E. Carlson, 8900 S. W. 107 Ave., Suite 302, Miami, FL 33176.

Robert E. Carlson Date 10:23-97

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 PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Robert E. Carlson, Registered Agent

70.2

Date /

State of Florida County of Dade

The foregoing instrument was acknowledged and sworn to before me this 22 day of October, 1997.

Notary Public

My Commission Expires:

