

P97000102174

YVON JOLY  
ACCOUNTANT

NOVEMBER 29, 1997

Secretary of State  
Division of New Corporation  
Tallahassee, Florida 32314

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-12/02/97--01097--001  
\*\*\*\*122.50 \*\*\*\*122.50

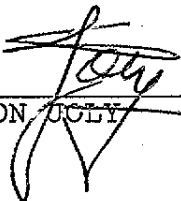
Re: NATIONAL CARE OF AMERICA, INC.

Enclosed please find two copies of Articles of Incorporation  
for the above named corporation.

Also enclosed is a check in the amount of \$122.50 covering  
Resident Agent Fee, Charter Fee, Filing Fee, and Certified copy.

Please mail Certified Copy and any other necessary papers to us  
at 13200 SW 128th STREET STE# F-2, MIAMI, FL 33186.

Sincerely,

  
YVON JOLY

FILED  
97 DEC -2 AM 10:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**NATIONAL CARE OF AMERICA, INC.**

**ARTICLE 1 - NAME**

The name of this corporation shall be :

**NATIONAL CARE OF AMERICA, INC.**

**ARTICLE II - DURATION**

This corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

The general nature of the business to be transacted by this corporation shall be any and all activities permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue five hundred (500) shares of common stock with a par value of one dollar (\$1.00) per share.

**ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI - PREEMPTIVE RIGHTS**

Every shareholder upon the sale for cash of any new stock of this corporation shall have the right to purchase his 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.

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The temporary street address of the initial registered office of this corporation is : 13014 NEVADA STREET

CORAL GABLES, FL 33156

and the name of the initial registered agent of this corporation at that address is:

REGINALD PEREIRA

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by the bylaws. The names and addresses of the initial directors of this corporation are :

<u>NAME</u>	<u>ADDRESS</u>
REGINALD PEREIRA	13014 NEVADA STREET CORAL GABLES, FL 33156
FRANK GARCIA	13014 NEVADA STREET CORAL GABLES, FL 33156

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - INCORPORATOR

<u>NAME</u>	<u>ADDRESS</u>
REGINALD PEREIRA	13014 NEVADA CORAL GABLES, FL 33156

ARTICLE XI - RESTRICTION OF TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and the amount set opposite their names:

NAME

NUMBER OF STOCK

REGINALD PEREIRA  
FRANK GARCIA

TWO HUNDRED FIFTY (250)  
TWO HUNDRED FIFTY (250)

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other person unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than five hundred dollars (\$500.00).

ARTICLE XIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE XIV - POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XV - DIRECTORS RESIDENCY AND COMPENSATION

Directors of this corporation must be residents of the State of Florida. The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

#### ARTICLE XVI - REMOVAL OF DIRECTORS

The shareholders of this corporation shall not be entitled to remove any directors from office during his term.

#### ARTICLE XVII - LIMITATION OF POWERS OF COMMITTEES

In addition to other limitations imposed by law, no committee of directors of this corporation shall have the right or exercise the power of the Board of Directors to authorize any merger or dissolution.

#### ARTICLE XVIII - DIRECTOR QUORUM AND VOTING

A majority of the Directors shall constitute a quorum for a meeting of the directors. If a quorum is present, the affirmative vote of the majority of the directors present, or, if a director or directors have abstained from voting, shall be the act of the Board of Directors.

#### ARTICLE XIX - MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

#### ARTICLE XX - REDUCTION IN STATED CAPITAL

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the Articles of Incorporation.

#### ARTICLE XXI - INDEMNIFICATION

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

ARTICLE XXII - SUB-CHAPTER "S" AND SECTION 1244 STOCK

It is the intention of the undersigned incorporator to consent to the election under Internal Revenue Code Section 1372 (a) and to be treated as a "Small Business Corporation" and the Plan to issue Section 1244 stock in connection therewith shall be set forth in the bylaws of this corporation.

ARTICLE XXIII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and/or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these ARTICLES OF INCORPORATION this 28 day of NOVEMBER, 1997.

Subscriber:

  
REGINALD PEREIRA

STATE OF FLORIDA )  
COUNTY OF DADE )

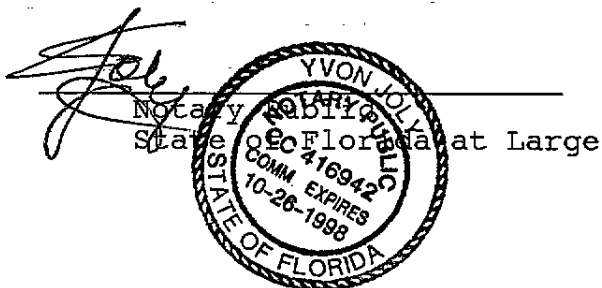
Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared

REGINALD PEREIRA

known to me and known by me to be the person who executed the foregoing Articles of Incorporation and who acknowledge before me the execution of those Article of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 29 day of NOVEMBER, 1997.

My commission expires:



STATE OF FLORIDA

DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the  
Service of Process Within This State, Naming Agent Upon Whom  
Process May Be Served and Name and Address  
of the Officers and Directors

The following is submitted, in compliance with Chapter 48.091,  
Florida Statutes:

**NATIONAL CARE OF AMERICA, INC.**

A corporation organized (or organizing) under the laws of the State  
of Florida with its principal office at:

13014 NEVADA STREET  
City of CORAL GABLES, County of DADE  
State of Florida

has named:

REGINALD PEREIRA

located at:

13014 NEVADA STREET  
CORAL GABLES County of DADE, State of Florida


as its agent to accept service of process within this state.

OFFICERS AND DIRECTORS:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
REGINALD PEREIRA	13014 NEVADA STREET CORAL GABLES, FL 33156	PD
FRANK GARCIA	13014 NAVADA STREET CORAL GABLES, FL 33156	VP

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to keep  
office open during prescribed hours, to post my name (and any other  
officers of said corporation authorized to accept service of  
process at the above Florida designated address) in some  
conspicuous place in office as required by law:

  
REGINALD PEREIRA

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 DEC -2 AM 10:19

FILED