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NAME: FRIENDS IN TOUCH, INC.

AUDIT NUMBER.....H98000000268

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION
OF
FRIENDS IN TOUCH, INC.

ARTICLE I
NAME

The name of this corporation shall be FRIENDS IN TOUCH, INC.

ARTICLE II
DURATION

This corporation shall exist perpetually.

ARTICLE III
PURPOSE

The purpose of this corporation is provide social services to senior adults and any other lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock with a \$1.00 par value per share.

ARTICLE V
PRE-EMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, 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.

ARTICLE VI
BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

Nicoletti Duffy Poncy & Edwards, P.A.
Paul J. Nicoletti, Esq.
Florida Bar No. 366269
317 Tenth Street
West Palm Beach, FL. 33401
Telephone: (561) 659-5300

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**ARTICLE VII
CUMULATIVE VOTING**

At each election for Directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

**ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 317 Tenth Street, West Palm Beach, FL 33401, and the name of the initial registered agent of this corporation at that address is PAUL J. NICOLETTI.

**ARTICLE IX
INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time in accordance with the procedures specified in the corporate By-Laws, but the number of Directors shall never be fewer than one (1). The name and address of the initial Directors of this corporation are:

NAME
PAULA P. NICOLETTI

ADDRESS
313 Tenth Street
West Palm Beach, FL. 33401

**ARTICLE X
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

NAME
PAUL J. NICOLETTI

ADDRESS
317 Tenth Street
West Palm Beach, FL. 33401

**ARTICLE XI
PRINCIPAL OFFICE**

The principal office address of the corporation is 313 Tenth Street, West Palm Beach, FL. 33401.


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ARTICLE XII

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, 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 5th day of January, 1998.

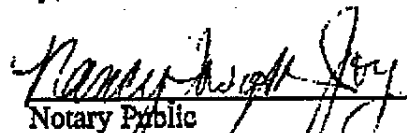


PAUL J. NICOLETTI

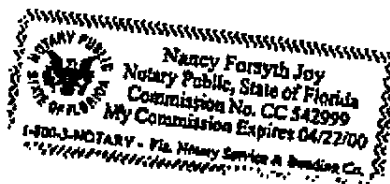
STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared PAUL J. NICOLETTI, personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation, and that he did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 5th day of January, 1998.



Notary Public
My Commission Expires:



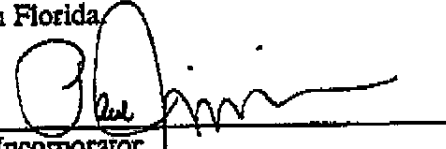
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA NAMING AGENT UPON WHOM
PROCESS CAN BE SERVED.**

In compliance with Section 48.901, Florida Statutes, the following is submitted:

FIRST: That FRIENDS IN TOUCH, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Palm Beach County, State of Florida, has named PAUL J. NICOLETTI, located at 317 Tenth Street, West Palm Beach, FL. 33401, as its agent to accept service of process within Florida.


Incorporator

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.


PAUL J. NICOLETTI

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