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OF COUNSEL
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WILLIAM H. FLEECE**
** COURT CERTIFIED MEDIATOR AND
ARBITRATOR (FEDERAL AND STATE)

May 15, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

100002531061--5
-05/21/98--01012--003
****122.50 ****122.50

RE: Senior Care Plus, Inc.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation and one (1) copy for the above-referenced corporation.

Please file the enclosed Articles and return a certified copy to me. I have enclosed my check in the amount of \$122.50 to cover the filing fee and certified copy fee.

Thank you for your assistance.

Yours truly,

ZACUR & GRAHAM, P.A.

Richard A. Zacur
(dw)

SIGNED IN HIS ABSENCE
- TO AVOID DELAY -

Richard A. Zacur, Esquire

RAZ/dw

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 21 AM 9:18

D. BROWN MAY 26 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 21 AM 9:18

ARTICLES OF INCORPORATION
OF
SENIOR CARE PLUS, INC.

The undersigned subscriber, a natural person competent to contract for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

NAME

The name of the corporation shall be SENIOR CARE PLUS, INC.

ARTICLE II

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITOL STOCK

The total number of shares of stock which the corporation shall have to issue is 5,000 shares, which shall be divided into 5,000 shares of common stock with par value of \$.10 per share.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall have perpetual existence, unless dissolved in a manner provided by law.

ARTICLE V

INITIAL REGISTERED OFFICE AND PRINCIPAL OFFICE OF CORPORATION

The address of the initial registered office of this corporation is 482 Sandy Hook Road, Treasure Island, Florida, and the name of the initial registered agent of this corporation at that address is Mark Gable. The principal office address of the corporation shall be 482 Sandy Hook Road, Treasure Island, FL 33706.

ARTICLE VI

DIRECTORS

The names and post offices of the original directors, subject to the provisions of the certificate of incorporation, bylaws of the corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successor are elected and have qualified, are as follows:

Mark Gable
482 Sandy Hook Road
Treasure Island, FL 33706

The corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than One nor more than Seven.

ARTICLE VII

ORIGINAL SUBSCRIBERS AND INCORPORATORS

The names and addresses of the original subscribers and incorporators are:

Mark Gable
482 Sandy Hook Road
Treasure Island, FL 33706

ARTICLE VIII

REGISTERED AGENT

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said Act:

That SENIOR CARE PLUS, INC., desiring to organize under the Laws of the State of Florida, with its registered office as indicated in these Articles of Incorporation, in the City of Treasure Island, County of Pinellas, State of Florida, has named Mark Gable, 482 Sandy Hook Road, Treasure Island, Florida, as its registered agent to accept service of process within this state.

ARTICLE IX

MISCELLANEOUS

A. The corporation shall have a lien on all shares of stock for any sum or amount due by the holder thereof to the corporation. No transfer of shares of stock shall be valid or binding until all debts due by the stockholder to the corporation shall have been fully paid and until the transfer has been duly entered upon the books of the corporation.

B. The power to make or change the bylaws of and for the corporation shall

be vested solely in the holders of the common stock and it shall take action by holders of all of the stock issued and outstanding to change them.

C. This corporation shall begin corporate existence on the date of filing of these Articles of Incorporation with the Secretary of State.

IN WITNESS WHEREOF, we the undersigned subscribing incorporator, has hereunto set his hand and seal this 15 day of May, 1998, 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 State in the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

Signed, sealed and delivered
in the presence of:

Deanne Wallace
Witness

Mark Gable
Mark Gable

Diane B. Wallace
Witness

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 15 day of ^{MAY}~~April~~, 1998, by Mark Gable, who is personally known to me ~~or who has produced~~ ^{as identification} and who did take an oath and deposes and says that he executed the foregoing Articles of Incorporation for the purpose therein expressed.

Witness my hand and official seal this 15 day of ^{May}~~April~~, 1998.

Diane B. Wallace
Notary Public

Diane B. Wallace
Notary Name Typed/Printed

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 21 AM 9:18

REGISTERED AGENT ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.



Mark Gable
Registered Agent