

Charter Number Only

5/23/98
P98000046622

V
D
I
C
T
I
O
N
O
N
L
Y

Registrar's Name

Address

City

State

ZIP

Phone

CORPORATION(S) NAME

400002534464--5

-05/26/98--01008--008

***122.50 ***122.50

Counselors Who Care, Inc.

FILED
98 MAY 26 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Empire Toll Free: 1-800-432-3028

- | | | |
|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input checked="" type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> Mail Out |

Name	
Availability	
Document	
Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

Certified Copy

FILED
98 MAY 26 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

Counselors Who Care, Inc.

ARTICLE I - NAME

The name of this corporation is Counselors Who Care, Inc.

ARTICLE II - DURATION

The corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of
(\$ 1.00) par value common stock which
shall be designated "COMMON SHARES".

ARTICLE V - PREEMPTIVE RIGHTS

Every 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 issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial registered office of this corporation is Isaac Rosa
and the name of the initial registered agent of this corporation at that address is 1530 S.W. 109 Ave., Pembroke Pines, Fl. 33025

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 director(s) 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. The name(s) and addresse(s) of the initial director(s) of this corporation is (are):

Isaac Rosa

1530 S.W. 109 Ave.

Pembroke Pines, Fl.

Manuel Cerda

9107 S.W. 151 Ave. Rd.

Miami, Fl.

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these articles is:

Isaac Rosa - 1530 S.W. 109 Ave.

Pembroke Pines, Fl.

Manuel Cerda - 9107 S.W. 151 Ave. Rd.

Miami, Fl.

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 - CALLING OF SPECIAL MEETINGS

Special meetings of the shareholders may be called by the Board of Directors or the holders of not less than one tenth of all shares entitled to vote at the meeting.

ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan or merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII - INDEMNIFICATION

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

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provision 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 22th day of May, 1998.

Isaac Rosa
Isaac Rosa

Manuel Cerda
Manuel Cerda

STATE OF FLORIDA)
COUNTY OF DADE) SS

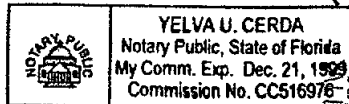
BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared, Isaac Rosa and Manuel Cerda, known to me to be the persons who executed the foregoing articles of incorporation, and he (she) they acknowledged before me that they (she) executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 24th day of April, 1998.

Yelva U. Cerda
NOTARY PUBLIC, State of Florida
at Large

My commission expires:

December 21, 1999



I, the undersigned, having been named as initial registered agent of the corporation in the foregoing articles of incorporation, hereby accept said office and will serve in said capacity.

Isaac Rosa
REGISTERED AGENT

FILED
98 MAY 26 10:36
CLERK OF THE STATE
TREASURY DEPARTMENT
TALLAHASSEE, FLORIDA