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September 16, 1998

BOARD OF DIRECTORS

Officers

Dr. Roy Phillips  
President  
Hosea Butler, Jr.  
Secretary  
Verbert C. Anderson  
Treasurer

Members

Reginald Clyne, Esq.  
John A. Hall  
Congresswoman Carrie P. Meek  
Garth C. Reeves  
Nell Robinson  
Dorothea Stewart  
David L. Wilson  
Elaine H. Black,  
Executive Director

Department of State  
Division of Corporation  
Post Office Box 6327  
Tallahassee, Florida 32314

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\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation:  
S & S HEALTH CARE, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 21 PM 1:25

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and Certificate Designating Place of Business for the above-referenced corporation along with Check #0767 in the sum of \$122.50 for filing fee.

Please file both the Articles and Certificate of Designation for the corporation and return a file-marked certified copy of each document to the following:

STANLEY B. LEWIS  
ATTORNEY AT LAW  
TOOLS FOR CHANGE  
P.O. Box 510605  
Miami, Florida 33151

Thank you for your attention to this matter.

Sincerely,

*Stanley B. Lewis*  
Stanley B. Lewis  
Attorney at Law

Encls.(3)

**TOOLS FOR CHANGE**

**BLACK ECONOMIC DEVELOPMENT COALITION, INC.**

714 N.W. 62nd Street • Miami, FL 33127 • Telephone: (305) 751-8934 • Facsimile: (305) 751-1619

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ARTICLES OF INCORPORATION

OF

S & S HEALTH CARE, INC.

The undersigned, acting as incorporators of this Corporation under the provisions of Chapter 607 of the Florida Statutes, as amended, adopt the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is S & S HEALTH CARE, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is at 7360 Branch Street, Hollywood, Florida 33024.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purposes for which the Corporation is organized are to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and

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for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

#### ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

#### ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 7360 Branch Street, Hollywood, Florida 33024, and SONIA DORE is the registered agent at that office.

#### ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

SANDRA DINGLE  
1441 NW 175 Street  
Miami, Florida 33169

SONIA DORE  
7360 Branch Street  
Hollywood, Florida 33024

ARTICLE IX: INCORPORATORS

The incorporator of the Corporation are as follows:

SANDRA DINGLE  
1441 NW 175 Street  
Miami, Florida 33169

SONIA DORE  
7360 Branch Street  
Hollywood, Florida 33024

IN WITNESS WHEREOF, We, SANDRA DINGLE and SONIA DORE, the undersigned incorporators, have signed these Articles of Incorporation on this Sept day of 15, 1998 and acknowledged the same to be our act.

Sandra Dingle  
SANDRA DINGLE

Sonia Dore  
SONIA DORE

STATE OF FLORIDA )

COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 15th day of September, 1998 by SANDRA DINGLE and SONIA DORE, both of whom personally appeared before me at the time of notarization, and both of whom have produced a Florida Driver's License respectively as identification.

NOTARY PUBLIC:

SIGN: Stanley B. Lewis

PRINT: Stanley B. Lewis  
STATE OF FLORIDA AT LARGE



STANLEY B LEWIS  
My Commission CC407757  
Expires Sep. 18, 1998  
Bonded by HAI  
800-422-1555

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

Pursuant to Chapters 48.091 and 607.0501 of the Florida  
Statutes, the following is submitted, in compliance with said  
Acts:

First--That, S & S HEALTH CARE, INC., desiring to organize  
under the laws of the State of Florida with its principal office,  
as indicated in the Articles of Incorporation at City of Hollywood,  
County of Broward, State of Florida, has named SONIA DORE located  
at 7360 Branch Street, in the City of Hollywood, County of Broward,  
State of Florida, as its agent to accept service of process within  
this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

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

BY: Sonia Dore  
SONIA DORE

DATE: 9/15/98

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