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September 18, 1998

Secretary of State
Division of Corporation
PO Box 6327
Tallahassee Florida 32314

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-09/23/98--01002--022
*****78.75 *****78.75

RE: GOLDEN YEARS ADULT CARE CENTER, INC.

Dear Sirs:

Enclosed here in you will please find 2 copies along with an original regarding the above referenced matter. Also enclosed with this mailing is our firms check in the amount of \$78.75. The \$70.00 is the filing fee and the \$8.75 is to obtain a certificate of incorporation. I am enclosing a self address envelope for mailing.

Sincerely,

WILLIAM J. BOSSO, JR., ESQ.

WJBJR/ks

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 22 AM 10:01

SEP 24 1998

98 SEP 22 AM 10:01

ARTICLES OF INCORPORATION

OF

Golden Years Adult Care Center, Inc.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I- NAME

The name of the corporation shall be:

Golden Years Adult Care Center, Inc.

The address of the principal office of this corporation shall be 6200 South Dixie Highway, West Palm Beach, Florida 33405 and the mailing address of the corporation shall be the same.

ARTICLE II- NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is any business or business activity permitted under the laws of the State of Florida.

ARTICLE III-CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock at \$1.00 par value.

ARTICLE IV-ADDRESS

The street address of the initial registered office of the corporation shall be as follows:

6200 South Dixie Highway
West Palm Beach, Florida 33405

and the name of the initial registered agent of the corporation at that address is: GABRIEL ISASI.

ARTICLE V-TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLES VI-OFFICERS AND DIRECTORS

This corporation shall have two (2) directors, initially. The name and street addresses of the initial directors who shall hold office for the first year of the corporation, or until his/her successor is elected or appointed is: Gabriel Isasi, 1403 Indian Road, West Palm Beach, Florida 33406 and Francisco Rodriguez, Jr., 4611 South Olive Avenue, West Palm Beach, Florida 33405.

ARTICLE VII-INCORPORATOR

The name and street address of the incorporator(s) to these Articles of Incorporation is:

GABRIEL ISASI
1403 Indian Road
West Palm Beach, FL 33406

FRANCISCO RODRIGUEZ, JR.
4611 South Olive Avenue
West Palm Beach, FL 33405

IN WITNESS WHEREOF I/WE have made and subscribed our names(s) and signature(s) to these Articles of Incorporation, this the 18th day of September, 1998.



GABRIEL ISASI



FRANCISCO RODRIGUEZ, JR.


CERTIFICATE OF REGISTERED AGENT

IN PURSUANCE to Chapter 48.091, Florida Statutes, 1977, the following is submitted in compliance with said Act:

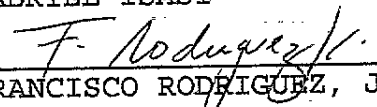
FIRST: That GABRIEL ISASI and FRANCISCO RODRIGUEZ, JR. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation being in Florida, names: GABRIEL ISASI and FRANCISCO RODRIGUEZ, JR., as its agent to accept service of process within the State.

ACKNOWLEDGMENT:

HAVING BEEN NAMED to accept service of process for the above State Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping upon said Office.



GABRIEL ISASI



FRANCISCO RODRIGUEZ, JR.

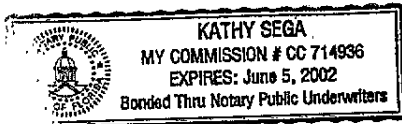
State of Florida
County of Palm Beach

BEFORE ME, the undersigned authority, personally appeared,
FRANCISCO RODRIGUEZ, JR., to be well known to be the person
described as incorporator(s) in or who has produced
Drivers License as identification and who executed the
foregoing Articles of Incorporation, and he acknowledged before me
that he subscribed to those Articles of Incorporation and who did
take an oath.

WITNESS my hand and official seal in the County and State
aforesaid this the 18th day of September, 1998.

My Commission Expires:

Kathy Segal
Notary Public KATHY SEGAL



State of Florida
County of Palm Beach

BEFORE ME, the undersigned authority, personally appeared,
GABRIEL ISASI, to me well known to be the person(s) described as
incorporator(s) in or who has produced _____
Drivers License as identification and who executed the
foregoing Articles of Incorporation, and he acknowledged before me
that he subscribed to those Articles of Incorporation and who did
take an oath.

WITNESS my hand and official seal in the County and State
aforesaid this the 18th day of September, 1998.

My Commission Expires:

Kathy Segal
Notary Public, KATHY SEGAL



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