

TEC P98000093808
October 27, 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
Neill 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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*****78.75 *****78.75

Re: Articles of Incorporation:
CONSCIOUS CAREGIVERS REFERRAL HEALTH AGENCY, INC.

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 # 235 in the sum of \$78.75 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)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TOOLS FOR CHANGE
BLACK ECONOMIC DEVELOPMENT COALITION, INC.

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

TA-11/5/98

ARTICLES OF INCORPORATION
OF
CONSCIOUS CAREGIVERS REFERRAL HEALTH AGENCY, INC.

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

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is CONSCIOUS CAREGIVERS REFERRAL HEALTH AGENCY, INC. hereinafter referred to as the "Corporation".

ARTICLE II: MAILING ADDRESS OF THE CORPORATION

The principal address and the mailing address of the Corporation is at 1566 NE 191 Street, Suite 225, North Miami Beach, Florida 33179.

ARTICLE III: DURATION OF THE CORPORATION

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

ARTICLE IV: PURPOSES 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

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TALLAHASSEE, FLORIDA

authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may include money or other property, which property shall be received as just valuation to be fixed by the Board of Directors of the Corporation.

ARTICLE VI: PRE-EMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of this 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 1566 NE 191 Street, Suite 225, North Miami Beach, Florida and ESTHER BROWN is the registered agent at that office.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The names and addresses of the initial Board of Directors of the Corporation are:

ESTHER BROWN
1566 NE 191 Street, Suite 225
North Miami Beach, Florida 33179

ARTICLE IX: INCORPORATOR

The name and address of the incorporator of the Corporation is:

ESTHER BROWN
1566 NE 191 Street, Suite 225
North Miami Beach, Florida 33179

IN WITNESS WHEREOF, I, ESTHER BROWN, the undersigned incorporator, have signed these Articles of Incorporation for CONSCIOUS CAREGIVERS REFERRAL HEALTH AGENCY, INC. on this 27th day of October, 19 98 and acknowledged the same to be my act.


ESTHER BROWN

STATE OF FLORIDA)

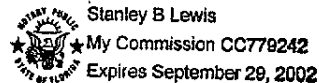
COUNTY OF DADE)

The foregoing instrument, namely Articles of Incorporation of CONSCIOUS CAREGIVERS REFERRAL HEALTH AGENCY, INC., was acknowledged before me this 27th day of October, 19 98 by ESTHER BROWN, who personally appeared before me at the time of notarization, and who is personally known to me.

NOTARY PUBLIC:

Sign: Stanley B. Lewis

Print: Stanley B. Lewis



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

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

First--That CONSCIOUS CAREGIVERS REFERRAL HEALTH AGENCY, 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 North Miami Beach, County of Dade, State of Florida, has named ESTHER BROWN, located at 1566 NE 191 Street, Suite 225, in the City of North Miami Beach, County of Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent- __

ACKNOWLEDGEMENT:

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: *Esther Brown*
ESTHER BROWN

DATED: 10/27/98

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