

LAW OFFICES

STEVEN R. ROSENTHAL

TEL. (954) 340-4563

FAX (954) 755-5756

UNION PLANTERS BANK CENTRE
2405 UNIVERSITY DRIVE, CORAL SPRINGS, FLORIDA 33065

November 13, 1998

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**Re: A Friend Indeed, Inc. -
Articles of Incorporation**

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-12/04/98--01036--011
****122.50 ****78.75

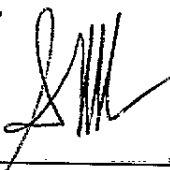
Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation with regard to the above-referenced corporation, for filing, together with our check in the sum of \$122.50 as and for your filing fee.

Upon the filing of same, please forward to our office the Charter Number assigned to the corporation, as well as a certified copy of the Articles of Incorporation.

Should you have any questions, please do not hesitate to contact my office.

Very truly yours,



STEVEN R. ROSENTHAL, ESQUIRE

SRR/gj

Enclosures

cc: Jo Ann Buchalter

FILED
98 DEC -4 PM 1:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1998
10/5

ARTICLES OF INCORPORATION
OF
A FRIEND INDEED, INC.

FILED
98 DEC -4 PM 1:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of this corporation is: **A FRIEND INDEED, INC.**

ARTICLE II
DURATION

This Corporation shall have perpetual existence unless dissolved pursuant to law and shall commence business as of the date of filing of these Articles of Incorporation.

ARTICLE III
PURPOSE

This Corporation may engage in any activity of business permitted under the laws of the State of Florida, its primary purpose is: companion services for seniors.

ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$1.00 par value common stock.

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 they already hold, shall have the right to purchase their 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
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this corporation is: 8521 Shadow Court, Coral Springs, Florida 33071.

**ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is: 8521 Shadow Court, Coral Springs, Florida 33071, and the name of the initial registered agent of this corporation at that address is **Jo Ann Buchalter**.

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one. The name and address of the initial director is: **Jo Ann Buchalter**, 8521 Shadow Court, Coral Springs, Florida 33071.

**ARTICLE IX
INCORPORATOR**

The name and address of the person signing these Articles is: **Jo Ann Buchalter**.

**ARTICLE X
BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE XI
AMENDMENTS**

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 Stockholders is subject to this reservation.

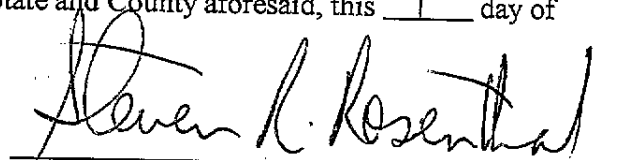
IN WITNESS WHEREOF, the undersigned subscriber has hereunto executed these Articles of Incorporation, this 1 day of Dec., 1998.


Jo Ann Buchalter

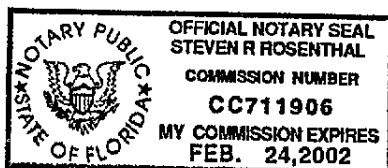
STATE OF FLORIDA)
)SS.
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Jo Ann Buchalter, who, after being first duly sworn, deposes and states that she signed the foregoing Articles of Incorporation for the purposes therein expressed. Jo Ann Buchalter is personally known to me or produced NOT applicable as identification.

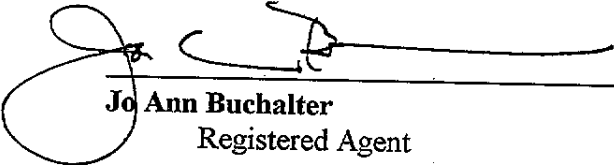
WITNESS my hand and official seal at the State and County aforesaid, this 1 day of December, 1998.


Notary Public, State of Florida
Print Name: STEVEN R. ROSENTHAL

My Commission Expires:



I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.



Jo Ann Buchalter
Registered Agent

FILED
98 DEC -4 PM 1:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA