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DIVISION OF CORPORATIONS

99 JAN 26 PM 1:31

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-01/26/99--01009--014
131.25 *87.50

SUBJECT: MARY SEACOLE HEALTH CARE INC
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

- \$70.00
- \$78.75
- \$122.50
- \$131.25

FROM: DERRICK & AZRA DAWES
Name (printed or typed)

6008 WILEY STREET, HOLLYWOOD
Address

FLORIDA 33023
City, State & Zip

(954) 9897734
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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**ARTICLES OF INCORPORATION
OF
MARY SEACOLE HEALTH CARE INC.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation shall be: **MARY SEACOLE HEALTH CARE, INC.** The principal place of business of this corporation shall be:

**6008 WILEY STREET
HOLLYWOOD FLORIDA 33023**

This address is also the address of the Registered Agent.

ARTICLE II: NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

The general nature of the business to be transacted by the corporation is:

- A.
- 1 Teach Nurses Aides principles and practices of clinical procedures to be done in Nursing Homes and Hospitals under supervision of a Registered Nurse.
 - 2 Teach Nurses Aides a refreshers course (a review) of the principles and practices of the Nurses Aides.
 - 3 Provide an ongoing Inservice Education, as well as Continuing Education, in Cardia-Pulmonary Resuscitation, HIV/AIDS- updates, TB, OSHA, Nutrition, Cardiac Care, Vital Signs Review, Domestic Violence, Intravenous Therapy, Phlebotomy, EKG, Patient Care Assistants, Human Growth and Development, Geriatric Care and any other services that fall within the scope of those assigned to this corporation.
 - 4 Provide training and placement of Home Health Aides in accordance with requirements of Florida State Board of Education/Health Care Administration.

- 5 Provide placement of Nurses Aides and Nurses in homes and in public institutions
- 6 Provide guidance, leadership and enlightenment in accordance with principles of the Christian Religion.
- 7 Provide any and all services that fall within the scope of those assigned by this corporation.
- B. To purchase, lease, exchange, hire or otherwise acquire lands or any interest therein, wherever situated; to erect, construct, rebuild, enlarge, alter, improve, maintain, manage and operate any lands and/or buildings owned, leased managed or controlled by the corporation; to engage generally in the real estate business, as principal, agent, broker or otherwise, and generally to buy, sell, lease, mortgage, exchange, manage, operate and deal in lands or interest in lands, houses, structures, buildings or other works; and to purchase, acquire, hold exchange, pledge, hypothecate, sell, deal in, deal with, and dispose of tax liens, and any other interests in real estate.
- C. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.
- D. To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- E. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares for the capital stock of; or any bonds, securities, or other evidences of the indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.
- F. To exercise all powers convenient, incident to, or necessary in the proper conduct of its business, which are granted to corporations for profit under the laws of the State of Florida, either by the terms of this charter or by virtue of 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 1,000 shares of common stock having a par value of \$0.10 per share; all shares shall be paid in full money of the United States of America in property, labor or services, the just value thereof shall be fixed by the Board of the Directors of the corporation in the manner provided for by the laws of the State of Florida.

ARTICLE IV: TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V: AMENDMENTS

These Articles of Incorporation may be amended by Azra Dawes of the Board of Directors or Her designee. These amendments shall be presented to the stockholders and approved by a majority of the voting stockholders at any scheduled stockholder's meeting-UNLESS ALL THE DIRECTORS AND ALL THE VOTING STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTIONS THAT A CERTAIN AMENDMENT OF THE ARTICLE IS MADE.

ARTICLE VI: OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s) if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

Derrick Dawes: President
Azra Dawes: Secretary/Treasurer
6008 Wiley Street
Hollywood, FL 33023

ARTICLE VII: CONFLICT OF INTEREST

No contract or other transaction between this Corporation and no other act of this Corporation shall, in the absence of fraud, in any way be affected or invalidated by the fact that any of the officers, stockholders or directors of this corporation are pecuniarily or otherwise interested in, or are stockholders, directors or officers of such other corporations any officer, stockholder or director of this corporation individually or any firm or association of which any officer, stockholder or director may be a member, may

be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact the individual or such firm or association is so interested shall be disclosed or shall have been known to the Board of Directors at which action upon any such contract or transaction shall be taken; of any director of this corporation who is also a director or officer of such other corporation or who is so interested at any meeting of the Board of Directors which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such corporation or not so interested. Any director of this corporation may vote upon any contract or other transaction between this corporation and any subsidiary or affiliated corporation.

ARTICLE VIII: INCORPORATORS

The name(s) and address(e's) of the Incorporator(s) to these Articles of Incorporation is (are):
Azra Dawes and Derrick Dawes
6008 Wiley Street
Hollywood, Fl. 33023

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this _____ day of _____

Signatures of Incorporator(s)

Azra Dawes

Derrick Dawes

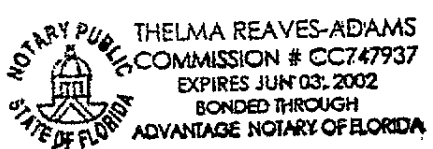
**STATE OF FLORIDA
COUNTY OF Broward**

THE FOREGOING instrument was acknowledged and sworn to before me this 22nd day of January, 1999, by:

Derrick DAWES and Azra DAWES
(Name of Incorporator(s))
MARY SEACOLE HEALTH CARE INC.
(Name of Corporation)

State of Fl. County of Dade
Signed before me on this 22 day
of Jan, 1999 by _____
Notary Public: [Signature]

Notary Public: [Signature]
My Commission Expires: 2002



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**CERTIFICATION DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of corporation is:

MARY SEACOLE HEALTH CARE INC.

2. The name and address of the registered agent and office is:

**DERRICK DAWES
6008 WILEY STREET
HOLLYWOOD FLORIDA 33023**

SIGNATURE *D Dawes*
(Corporate Officer)

TITLE: *Secretary*
DATE: *1-22-99*

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE *D Dawes*
(Registered Agent)

ADDRESS: 6008 Wiley Street
Hollywood, Florida 33023

DATE: