

Suárez Báster

ACCOUNTING & TAX SERVICE

435 HIALEAH DRIVE, SUITE 11, HIALEAH, FLORIDA 33010

P99000030762

MARCH 29th - 1999

DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE
P. O. BOX 6327
TALLAHASSEE, FLORIDA, 32314

FILED
99 MAR 30 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEAR SIR:-

I AM SENDING ARTICLES OF INCOPORATION OF: C. & C. ELDERLY HOME CARE, INC.

ALSO I SEND CHECK FOR \$122.50 FOR FEE.

PLEASE SEND TO EM AT: SUAREZ BASTER ACCOUNTING & TAX, 435 HIALEAH DRIVE,
SUITE 11, HIALEAH, FLORIDA, 33010.

THANK YOU,

000002825500--8
-03/31/99-01069-014
****122.50 *****78.75

SUAREZ BASTER ACCOUNTING & TAX

CB
4-5-99
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FILED
MAR 30 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
CORPORATION
CARE, INC.

WE, the undersigned, hereby associate together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the laws of said state, providing for the information, liabilities, rights, privileges and immunities of a corporation for profit.

NAME, ADDRESS AND AGENT

(hereinafter referred to as the corporation.) Its Registered Office shall be located at 954 EAST 24th STREET- HIALEAH, FLORIDA, 33013

ARTICLE II

NATURE OF BUSINESS

a. To carry on business in the United States or any foreign - - country or countries, to buy, sell, import, export, lease, sub-lease, hold, procure, transport, manufacture, acquire and deal generally, both whole-sale and retail, in goods and services of all types, both as principal and agent, in any part of the world.

b. To enter into, make, perform and carry out contracts of - -

every kind and for any lawful purpose with any person, firm, association and/or corporation.

c. To exchange in the currency of foreign countries and the currency of the United States.

d. To issue bonds, debentures, and/or obligations of the company from time to time, for the objects and purposes of the company, and to secure the same by mortgage pledge, deed or trust, or otherwise.

e. To purchase, hold and reissue the shares of its capital stock; and to subscribe to purchase, or otherwise acquire, or to guarantee, or to become surety in respect to the stock, bonds or other securities and obligations of the company and other companies.

f. To do all of such acts or things as they are incident or conducive to the premises, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objectives herein enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation.

g. No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all lawful powers contained in the laws of the State of Florida, now or in the future, to be enacted are hereby included in and made a part thereof by reference.

h. In general, to carry on any incidental business in connection with the foregoing, whether manufacturing or otherwise and to have and exercise all the powers conferred by the laws of the State of Florida upon corporations of this character.

i. _____

ARTICLE I I I

CAPITAL STOCK

The capital stock of the corporation shall consist of:

a. ONE HUNDRED (100) shares of no par value. - For incorporation purposes, each share will have a nominal value set at. - -

NO PAR VALUE

(\$)

per share as consideration.

b. Said shares of common stock to have no par value. All shares to be issued fully paid and non - assessable. The capital stock of this -- Corporation may be paid in lawful money of the United States or in property, labor or services at a fair and just valuation to be fixed by the stockholders or by the Board of Directors. Said determination of just value fixed by the Board of Directors is to be conclusive proof of said value.

c. All of the common stock is to have one vote per share in the - control of the management of the corporation.

d. The holders of these shares of common stock are to have pre-emptive rights in the purchase of subsequent issues of stock.

e. In the event any shareholder be unable to attend a shareholder's meeting, the shareholder may vote his share or shares by proxy, one -- share representing one vote.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which the corporation shall begin -- business shall be not less than ONE THOUSAND DOLLARS (\$ 1,000.00).

ARTICLE V

TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI

BOARD OF DIRECTORS

The Board of Directors shall consist of not less than TWO (2) persons.

ARTICLE VII

INITIAL DIRECTORS AND OFFICERS

The names and addresses of the first Board of Directors who, -

subject to the provisions of these Articles of Incorporation, the By-Laws and the Act of the Legislature approved June 1, 1925, and the acts amendatory thereto, shall hold office for the first year of the corporation's - - existence, or until their successors are elected and shall have qualified, are the following:

<u>Title:</u>	<u>Name:</u>	<u>Address:</u>
PRESIDENT: CARY	GARCES=	954 EAST 24th STREET HIALEAH, FLORIDA, 33013
SEC-TREAS: CHERYL	HOLLAND	954 EAST 24th STREET HIALEAH, FLORIDA, 33013

ARTICLE VI I I

SUBSCRIBERS

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares which each agrees to take are as follows:

<u>NAME & TITLE</u>	<u>ADDRESS</u>	<u>SHARES</u>
CARY GARCES = PRESIDENT=	954 EAST 24th STREET HIALEAH, FLORIDA, 33013	50
CHERYL HOLLAND= SEC-TREAS=	954 EAST 24th STREET HIALEAH, FLORIDA, 33013	50

ARTICLE IX

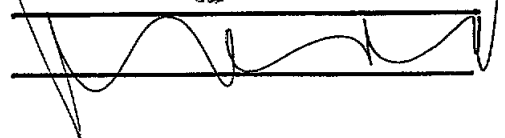
BY-LAWS

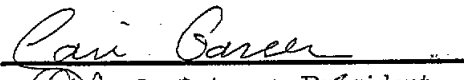

The regulation of the business and the conduct of the affairs - of the corporation and the provision creating and limiting the powers - - of the corporation, the directors and the stockholders, or any class of stockholders of the corporation, shall be controlled by the By-Laws which shall be adopted by the stockholders of the corporation as soon as practicable after the corporation shall be formed, which said By-Laws may, - from time to time and whenever necessary, be amended by the Board of Directors of the corporation.

IN WITNESS WHEREOF, the undersigned have made and signed these Articles of Incorporation at . Dade County, Florida,

for the uses and purposes aforesaid.

Witnesses:

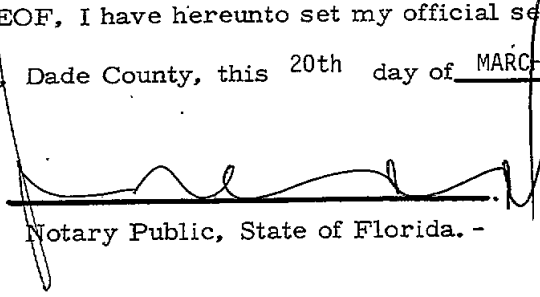



President

Sec-Tres.

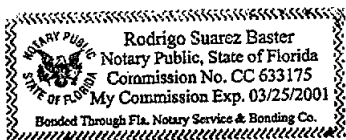
I HEREBY CERTIFY that on this 20th day of march
19 98, before me personally appeared CARY GARCES
and CHERYL HOLLAND, President and Secretary-Treasurer
respectively, to me well known to be the persons described as subscribers
in and who executed the foregoing ARTICLES OF INCORPORATION and
acknowledged before me that they subscribed to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my official seal
and hand at _____ Dade County, this 20th day of MARCH
1999 A. D.

My Commission expires:



Notary Public, State of Florida. -



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OR 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 C. & C. ELDERLY HOME 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
954 EAST 24th STREET-HIALEAH, FLORIDA, 33013

County of DADE State of Florida, -Has named: CARY GARCES

located at 954 EAST 24th STREET-HIALEAH, FLORIDA, 33013
(Street address and number of Building)
City of HIALEAH County of DADE

State of FLORIDA, as its agent to accept service of process within
this state.

ACKNOWLEDGEMENT. - Must be signed by designated agent. -

Having been named to accept service of process for the above -
stated 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 open said office.

By: Cary Garces
Resident Agent. -

FILED
99 MAR 30 AM 9 51
SECRETARY OF S
TALLAHASSEE, FL