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LAW OFFICES OF JEAN CASCIO
La Certe Building
902 NE 1st Street #207
Pompano Beach, FL 33060
phone(954) 784-0619
fax (954) 783-5355

TRANSMITTAL LETTER

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-05/10/99--01117--001
*****122.50 *****78.75

Date: 4/ /99

Florida Department of State
Division of Corporations
409 East Gaines Street
P.O. Box 6327
Tallahassee, Florida, 32314

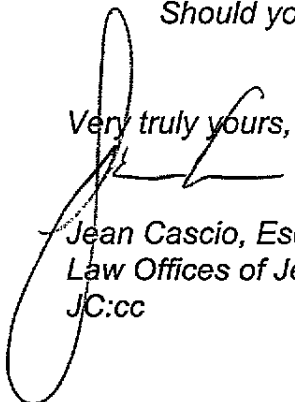
Re: Articles of Incorporation- A CARE MANAGER OF SOUTH FLORIDA, INC.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation of the above named corporation, and the Designation of Registered Agent. Please forward a certified copy to the undersigned . A check in the amount of \$122.50 is enclosed to cover the filing and certification fees.

Should you have any questions, please call me collect at (954) 784-0619.

Very truly yours,

 5/5/99
Jean Cascio, Esq.
Law Offices of Jean Cascio
JC:cc

FILED
99 MAY 10 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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See 5/10

ARTICLES OF INCORPORATION
OF
A CARE MANAGER OF SOUTH FLORIDA, INC.

FILED
99 MAY 10 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, subscribing to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation is: **A CARE MANAGER OF SOUTH FLORIDA, INC.**

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activities or business permitted under the laws of the United States and 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 1000 shares of common stock each share having \$1.00 par value. The consideration to be paid for each share shall be fixed by the Board of Directors from time to time.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is \$100.00.

ARTICLE V - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial address of the principal office address and mailing address of the Corporation is: 4010 NW 23rd Court, Coconut Creek, FL 33066. The Board of Directors may, from time to time, move the principal office to any other location or address in the state of Florida.

ARTICLE VII - DIRECTORS

The Corporation initially shall have one Director. The number of Directors may be increased or decreased from time to time as may be provided in the By-laws adopted by the Board of Directors of the Corporation.

ARTICLE VIII - INITIAL DIRECTORS AND OFFICERS

The name and address of the initial Board of Directors and Officers who shall hold office until their successors are elected and have qualified are:

**LUCERO SCHAFFER
4010 NW 23rd Court
Coconut Creek, FL 33066**

**ARTICLE IX - INCORPORATOR AND
INITIAL REGISTERED AGENT**

The name and address of the incorporator signing these Articles of Incorporation and the initial registered agent is:

**LUCERO SCHAFFER
4010 NW 23rd Court
Coconut Creek, FL 33066**

ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall become effective upon their approval and acceptance for filing by the Secretary of State of the State of Florida.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors of the Corporation as may be proposed by them to the shareholders, and approved at a shareholders meeting by a majority of the shares entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XII - BY-LAWS

The Corporation shall adopt a set of By-Laws to govern the business and affairs of the Corporation. Wherever the By-Laws of the Corporation differ from or conflict with the provisions of these Articles of Incorporation, the provisions of these Articles of Incorporation shall govern.

IN WITNESS WHEREOF, I have hereunto set my hand, acknowledged and filed the foregoing Articles of Incorporation under the Laws of the State of Florida, this 5 day of May, 1999.

BY: Lucero Schaffer
LUCERO SCHAFFER
4010 NW 23rd Court
Coconut Creek, FL 33066

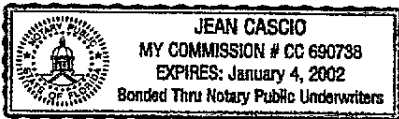
STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, duly authorized to administer acknowledgements in the County and State last aforesaid, this day personally appeared, **Lucero Schaffer**, to me known to be the incorporator and the person who executed these Articles of Incorporation, as Incorporator and who produced her Personally Known as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 5th day of May, 1999.

Jean Cascio
NOTARY PUBLIC

My commission expires:



ACCEPTANCE OF REGISTERED AGENT

Designation as initial agent for the foregoing Corporation is hereby acknowledged and accepted this 5th day of May, 1999.



LUCERO SCHAFFER
4010 NW 23rd Court
Coconut Creek, FL 33066

FILED
99 MAY 10 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA