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RICHARD W. SCHWARTZ, C.P.A.
2300 PALM BEACH LAKES BLVD., SUITE 217
WEST PALM BEACH, FLORIDA 33409
(561) 478-6388

May 27, 1999

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

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-06/01/99--01137--002

*****70.00 *****70.00

EFFECTIVE DATE
6-1-99

RE: PALM BEACH CENTER FOR ELDER CARE SERVICES, INC.

Dear Sir:

Enclosed herewith please find the Articles of Incorporation for the above referenced Corporation.

I am also enclosing a check in the amount of \$70.00, which represents the filing fee of \$35.00 and the Registered Agent designation fee of \$35.00.

Thank You.

Sincerely Yours,



Richard W. Schwartz, C.P.A.

FILED
99 JUN - 1 PM 3:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be:

PALM BEACH CENTER FOR ELDER CARE SERVICES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

601 North Lake Blvd.
North Palm Beach, Florida 33408

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 Shares. Such shares shall be of a single class and shall have a par value of \$.10 per share. Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

1. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property or leases thereof: or
2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.
3. The affirmative vote of all the shares of the corporation represented at a meeting which a quorum is present shall be required to amend these Articles so as to increase or decrease the authorized number of, or change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the various classes of shares; or to merge or consolidate the corporation with or into any other corporation, or sell, lease, or convey all or substantially all of the assets of the corporation, or voluntarily to dissolve, liquidate or wind up its affairs.

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TALLAHASSEE FLORIDA

EFFECTIVE DATE
6-1-99

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Barbara Warren
601 Northlake Blvd.
North Palm Beach, Florida 33408

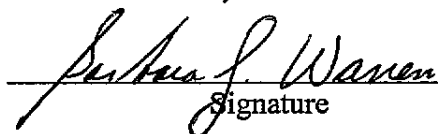
ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Barbara Warren
601 Northlake Blvd.
North Palm Beach, Florida 33408

The undersigned incorporator has executed these Articles of Incorporation this

27 day of May, 19 99.


Signature

ARTICLE VI EFFECTIVE DATE OF INCORPORATION

The date and time of the commencement of corporate existence is June 1, 1999.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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 the corporation is:
PALM BEACH CENTER FOR ELDER CARE SERVICES, INC.
2. The name and address of the registered agent and office is:

**Barbara Warren
601 Northlake Blvd.
North Palm Beach, Florida 33408**

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*Having been named as registered agent and to accept service of process for the
above stated corporation at the place designated in this certificate, I hereby
accept the appointment as registered agent and agree to act in this capacity. I
further agree to comply with the provisions of all statutes relating to the proper
and complete performance of my duties, and I am familiar with and accept the
obligations of my position as registered agent.*


(SIGNATURE) 5/29/99
(DATE)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314