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PP9000058549

June 22, 1999

Florida Department of State
Division of Corporations
Qualification/Registration Section
P.O. Box 6327
Tallahassee, Florida 32314

200002915292--1

-06/25/99-01013-007

*****78.75 *****78.75

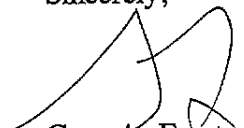
RE: Articles of Incorporation of Florida Elder Care Services, Inc.

Dear Sir or Madam:

Enclosed for filing are an original and one copy of the executed Articles of Incorporation of Florida Elder Care Services, Inc. (the "Corporation") together with a check in the amount of \$78.75 payable to the Florida Department of State to cover filing fees, the designation of the Corporation's registered agent, and the return of a certified copy of the Corporation's Articles of Incorporation.

If you have any questions, please do not hesitate to call me. Thank you for your attention to this matter.

Sincerely,


Gary A. Forster

GAF/lih
Enclosures
cc: Frank L. Pohl

**ARTICLES OF INCORPORATION
OF
FLORIDA ELDER CARE SERVICES, INC.**

FILED
99 JUN 25 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as sole incorporator of **FLORIDA ELDER CARE SERVICES, INC.** under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of the corporation is FLORIDA ELDER CARE SERVICES, INC.

**ARTICLE II
SHARES**

The number of shares which the corporation shall have authority to issue is Ten Thousand (10,000), consisting of a single class of common stock, one cent (\$.01) par value per share.

**ARTICLE III
PRINCIPAL OFFICE**

The address of the Principal Office of the corporation is 1640 Lee Road, Winter Park, Florida 32789. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

**ARTICLE IV
MAILING ADDRESS**

The mailing address of the corporation is 1640 Lee Road, Winter Park, Florida 32789.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the corporation is 1640 Lee Road, Winter Park, Florida 32789, and the initial Registered Agent at such address is Alfred J. Ruggiero.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is two (2). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The name and address of the persons who are to serve as the initial Directors until the first annual meeting of the shareholders of the corporation or until successor Directors are elected and shall qualify is as follows:

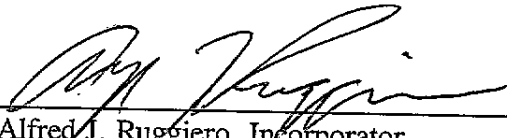
Alfred J. Ruggiero	1640 Lee Road Winter Park, Florida 32789
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Hector L. Martinez	1640 Lee Road Winter Park, Florida 32789
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ARTICLE VII
INCORPORATOR

The name and address of the sole incorporator of the corporation is Alfred J. Ruggiero, 1640 Lee Road, Winter Park, Florida 32789.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 22 day of June, 1999.



Alfred J. Ruggiero, Incorporator

ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article V of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 22 day of June, 1999.



Alfred J. Ruggiero

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA