

P490000 70635
July 30 1999
VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

100002947981--2
-08/02/99--01141--020
****122.50 *****78.75

**Re: Articles of Incorporations
FMH ADULT DAY ACTIVITY HEALTH CENTER, INC.**

Gentlemen:

Enclosed please find two original Articles of Incorporation for **FMH ADULT DAY ACTIVITY HEALTH CENTER, INC.** Please return a certified copy to our office in the envelope provided. Also enclosed is a check in the amount of \$ 122.50 to cover your fee for this service.

Very truly yours,

Claudia Zuloaga
Claudia Zuloaga
/cz
Enc.

FILED
99 AUG -2 AM 8:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

[Signature]

**ARTICLES OF INCORPORATION
OF**

FMH ADULT DAY ACTIVITY HEALTH CENTER, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporations under the laws of the State of Florida.

FILED
99 AUG -2 AM 8:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

NAME

The name of the Corporation is **FMH ADULT DAY ACTIVITY HEALTH CENTER, INC.**

ARTICLE II

NATURE OF THE BUSINESS

This Corporation shall have the power to transact or engage in any business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

AUTHORIZED SHARES

The Capital stock of this corporation shall consist of 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

INITIAL CAPITAL

The amount of capital which was this corporation shall commence business shall be not less than One Hundred (\$100.00) Dollars.

ARTICLE V

THE TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI

INITIAL ADDRESS

The initial address of the principal place of business of this corporation in the State of Florida shall be 982 SW 143 Court, Miami, Florida 33184. The Board of Directors may at any time and from time to time move the principle office of this corporation to any location within or without the State of Florida.

ARTICLE VII

DIRECTORS

The Business of this corporation shall be managed by its Board of Directors. The number of such directors shall be not be less than one (1) and, subject to such minimum may be increased or decreased from time to time in the manner provided in the by-laws. The number of persons constituting the initial Board of Directors shall be 2.

ARTICLE VIII

INITIAL DIRECTORS

The names of the addresses of the initial Board of Directors are as follows:

Fatima Hernandez
982 SW 143 Court
Miami, Florida 33184

President / Director

Fatima Hernandez
982 SW 143 Court
Miami, Florida 33184

Vice President / Director

Fatima Hernandez
982 SW 143 Court
Miami, Florida 33184

Treasurer / Director

Fatima Hernandez
982 SW 143 Court
Miami, Florida 33184

Secretary / Director

ARTICLE IX

SUBSCRIBER

The name and address of the person signing these Articles of incorporation as subscriber is:

Fatima Hernandez
982 SW 143 Court
Miami, Florida 33184

ARTICLE X

VOTING FOR DIRECTORS

The Board of Directors shall be elected by the Stockholders of the corporation at such time and in such manner as provided in the By-Laws.

ARTICLE XI

CONTRACTS

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.

ARTICLE XII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

This corporation shall have the power, in its By-Laws or in any resolution of its stockholders or directors, to undertake to indemnify the offices and directors of this corporation against any contingency or peril as may be dermined to be in the best interest of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

ARTICLE XII

RESIDENT AGENT

The name and the address of the initial resident agent of this corporation is:

Fatima Hernandez
982 SW 143 Court
Miami, Florida 33184

IN WITNESS WHEREFORE, I have hereunto subscribed to and executed these Articles of Incorporation this 30nd day of July, 1999.

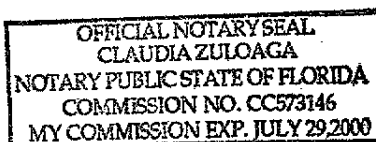
Fatima Hernandez
FATIMA HERNANDEZ, Subscriber

State of Florida
County of Dade

The foregoing instrument was acknowledge before me this 30th day of July, 1999 by FATIMA HERNANDEZ who has produced a driver's license as identification.

Claudia Zuloaga
Notary Public
Claudia Zuloaga
(printed name)

My commission expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR SERVICE OF PROCESS WITHIN THE STATE
NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of chapter 48.091 of the Florida Statutes, the following is submitted:

FMH ADULT DAY ACTIVITY HEALTH CENTER, INC. desiring to organize a corporation under the laws of the State of Florida with its principal place of business as stated in its Articles of Incorporation has named **FATIMA HERNANDEZ** located at 982 SW 143rd Court, Miami, Florida 33184, as its agent upon whom process may ben served within this state.

Having been named to accept service of process for the above-stated corporation, I hereby accept to act in this capacity and to comply with the provisions of the Act relative to keeping open said office.



FATIMA HERNANDEZ

FILED
99 AUG -2 AM 8:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA