(CAPITAL CONNECTION, INC.) 73360

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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	Art of Inc. File
	LTD Partnership File
	Foreign Corp. File
	L.C. File
	Fictitious Name File
	Trade/Service Mark9
	Merger File
	Art. of Amend. File
	RA Resignation
	Dissolution / Withdrawal
	Annual Report / Reinstatement
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	Certificate of Good Standing
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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

August 16, 1999

CAPITAL CONNECTION, INC. 417 E. VIRGINIA STREET, SUITE 1 TALLAHASSEE, FL 32302

SUBJECT: INTERCARE, INC. Ref. Number: W99000018906

We have received your document for INTERCARE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Teresa Brown Corporate Specialist

Letter Number: 499A00041161

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ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Intercare of South Florida, Inc.

ARTICLE I- NAME

The name of this corporation is Intercare of South Florida, Inc.

ARTICLE II-DURATION

The Corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with the Florida Secretary of State's Office.

ARTICLE III- PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV-CAPITAL STOCK

The Corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares".

ARTICLE V-INITIAL CORPORATE OFFICE AND REGISTERED AGENT

The street address of the initial corporate office of the corporation is 2601 SW 37th Avenue, Miami, Florida 33133. The name and address of the initial registered agent for the corporation is Benjamin R. Metsch, 1385 NW 15th Street, Miami, Florida 33125.

ARTICLE VI-BY-LAWS

The By-Laws of the Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE VII-INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) Director. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the sole Director of this Corporation is:

<u>Name</u>

Address

Pedro P. Bosch

2601 SW 37th Avenue Miami, Florida 33133

ARTICLE VIII-OFFICERS

The sole officer of the corporation is:

<u>Name</u>

Office |

Pedro P. Bosch

President/Vice-President/Secretary/ Treasurer

ARTICLE IX-INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X-PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI-INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Benjamin R.

Metsch, 1385 NW 15th Street, Miami, Florida 33125.

ARTICLE XII-AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this

1) day of Nrg. f., 1999.

Benjamin R. Metsch (Incorporator)

STATE OF FLORIDA)

COUNTY OF DADE

Before me, a Notary Public authorized in the State and County set forth above, personally appeared BENJAMIN R. METSCH known to me and known by me to be the person, who, as Incorporator, executed the foregoing Articles of Incorporation of Intercare of South Florida, Inc., and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 13th day of

august, 1999.

MOTARY PUBLIC, State of Florida

My Commission expires:



ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE FOREGOING CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 13th DAY OF August 1999.

BENJAMIN R. METSCH

99 AUG 17 PM 4: 01
SECRETAR OF STATE
ALLAHASSEE, FLORIDA