

# P99000086509

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## FLORIDA PROFIT CORPORATION OR P.A.

### CPA ELDERCARE.COM, INC.

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**FLORIDA DEPARTMENT OF STATE**  
Katherine Harris  
Secretary of State

September 27, 1999

FAS-T CORP.

SUBJECT: CPA ELDERCARE.COM, INC.  
REF: W99000022185

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**ARTICLES OF INCORPORATION**  
**CPA ELDERCARE.COM, INC.**

The undersigned subscriber to these Articles of Incorporation, being a natural person, competent to contract, hereby associates himself to form a corporation under the law of the State of Florida. This Corporation shall have perpetual existence.

**ARTICLE I - PURPOSE**

The purpose of this Corporation is to engage in the transaction of any and all business permitted under the laws of the United States and of this State.

**ARTICLE II - CAPITAL STOCK**

The maximum number of stock that this Corporation is authorized to have outstanding at any time is ONE THOUSAND (1,000) shares of common stock having no par value.

**ARTICLE III - ADDRESS OF PRINCIPAL OFFICE**

The initial principal address, mailing addresses and registered office address of this Corporation is the same as follows: 19032 NE 29th Ave Aventura, Florida 33180. The initial registered agent at such address is Sharon F. Cohen.

**ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 19032 NE 29th Ave Aventura, Florida 33180 and the name of the initial registered agent of this corporation at that address is: Sharon F. Cohen and Stephen B. Cohen.

**ARTICLE V - INCORPORATORS**

The name and address of the persons signing these articles are:

NAME	ADDRESS
Sharon F. Cohen	19032 NE 29 <sup>th</sup> Ave. Aventura, Florida 33180
Stephen B. Cohen	19032 NE 29 <sup>th</sup> Ave. Aventura, Florida 33180

**ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS**

This Corporation shall have one (2) directors and (2) officers initially. The number of directors and officers may be either increased or decreased from time to time by the by-laws, but shall never be less than one (1). The name and address of the initially director and/or officers of this Corporation is:

NAME	ADDRESS	
Sharon F. Cohen	19032 NE 29 <sup>th</sup> Ave. Aventura, Florida 33180	Vice President/Secy
Stephen B. Cohen	19032 NE 29 <sup>th</sup> Ave. Aventura, Florida 33180	President/Treasurer.

**ARTICLE VII - BY-LAWS**

The power to adopt, alter, amend or repeal the by-laws shall be vested in the Board of Directors.

**ARTICLE VIII - RESTRICTIONS ON TRANSFER OF STOCK**

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Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite his name:

Sharon F. Cohen  
Stephen B. Cohen

ONE HUNDRED (100) SHARES  
ONE HUNDRED (100) SHARES

ARTICLE IX - MANAGEMENT OF CORPORATION BY DIRECTORS AND OFFICERS


All corporate powers shall be exercised by or under the authority of the Director and the business affairs of this corporation shall be managed under the direction of the Director of this Corporation.

ARTICLE X -

The shares of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code in order that the shareholders of the corporation may receive the benefits thereunder.

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of Incorporation this Twenty-third (24) day of September 1999.

  
Sharon F. Cohen / Subscriber

  
Stephen B. Cohen / Subscriber

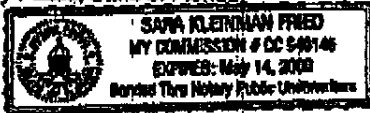
STATE OF FLORIDA

COUNTY OF MIAMI DADE ) SS:

BEFORE ME a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Sharon F. Cohen and Stephen B. Cohen known to me to be the persons who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this September 24, 1999

*Sara Kleiman Fried*  
Notary Public, State of Florida



ACCEPTANCE BY REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Signature

Date

*[Signature]*  
*9/24/99*

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