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FLORIDA PROFIT CORPORATION OR P.A.

Florida City Adult Care, Inc.

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ARTICLES OF INCORPORATIONS
OF
FLORIDA CITY ADULT CARE, INC.

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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

- Article 1.** Name. The name of the Corporation is: **FLORIDA CITY ADULT CARE, INC.**
- Article 2.** Duration. The duration of the Corporation is perpetual.
- Article 3.** Purpose. The general purpose for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in anyway.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of share which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered and Principal Office. The street address of the initial Registered Agent and Principal Office of the Corporation is, **IRA S. WELLISCH** And the name of its initial Registered Agent at that address is **10000 SW 122ND TERRACE, MIAMI, FLORIDA 33176**

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than two (2). The name and address of each initial Director of the Corporation are as follows:

IRA S. WELLISCH, 10000 SW 122ND TERRACE, MIAMI, FLORIDA 33176
TOMAS VILLANUEVA, 8080 WEST FLAGLER STREET, SUITE 1 B, MIAMI, FLORIDA 33144

Article 7. Incorporators. The name and address of each Incorporator is as follows:
SAME AS ARTICLE # 6.

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Indemnification. This corporation shall indemnify every person who is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director or officer of this corporation against expenses (including attorney's fees), judgments, fines and amounts paid in


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settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding, (except in cases involving gross negligence or willful misconduct in the performance of his or her duties), to the full extent permitted by applicable law. Such indemnification may, in the discretion of the board of directors, include advances of his or her expenses in advance of final disposition subject to the provision of applicable law. The right of indemnification herein provided shall not be exclusive or other right to which any person may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned Incorporator, has executed these Articles of Incorporation this 2 day of NOVEMBER, 1999.



STATE OF FLORIDA)

ss:

COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared _____ known to me to be the person described herein or who produced _____ as a form of identification, who executed the foregoing Articles of Incorporation and acknowledged before me that he/she executed these Articles of Incorporation and that the contents therein are known to be true to the best of his/her knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this ____ day of _____, 1999.

NOTARY PUBLIC, State of Florida at Large

PRINT NAME

DAWN GAYLORD

1/0 CONTINENTAL STAMP & SEAL

8744 S.W. 133 STREET

MIAMI, FL 33176

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CERTIFICATE OF DESIGNATION
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 statements in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporations is: FLORIDA CITY ADULT CARE, INC.
2. The name and address of the registered agent and office is: 10000 SW 122ND TERRACE, MIAMI, FLORIDA, 33176

SIGNATURE

TITLE

DATE

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

DATE

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