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LAW OFFICES OF
STEARNS & ZAGAROLO, P.A.

1600 SOUTH DIXIE HIGHWAY SUITE 501
BOCA RATON, FLORIDA 33432

NICOLA L. ZAGAROLO
DAVID B. STEARNS

ELEPHONE (561) 750-7511
FAX (561) 750-4644

FILED
99 NOV 29 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 18, 1999

EFFECTIVE DATE
11-23-99

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

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Articles of Incorporation for New Age Healthcare Services, Inc.

Enclosed is an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for New Age Healthcare Services, Inc., a Florida Corporation.

Our check #3016 in the amount of \$78.75 is enclosed. Please note that \$70.00 is being remitted for the filing fee for said corporation and \$8.75 is being remitted as payment for a certified copies of said documents.

Please file the Articles of Incorporation and return on copy thereof to the undersigned. Thank you for your attention to this matter.

Sincerely,



Nicola L. Zagarolo
For the Firm

BROWN DEC - 1 1999

EFFECTIVE DATE

11-23-99

ARTICLES OF INCORPORATION
OF
NEW AGE HEALTHCARE SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is **NEW AGE HEALTHCARE SERVICES, INC..**

ARTICLE II - GENERAL PURPOSE

The general purpose for which the corporation is organized is for the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III - CAPITAL SHARES

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Thousand (1000) shares of common stock, each share having a par value of ONE (\$1.00) dollars.

Authorized capital stock may be paid in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - PRINCIPAL MAILING ADDRESS AND
INITIAL REGISTERED OFFICE AND AGENT

The principal mailing address of the corporation is: 4310 Carambola Circle, North, Coconut Creek, Florida 33066 and the street address of the initial registered office of this corporation is 1600 South Dixie Highway, Suite 501, Boca Raton, Florida 33432 and the name of the initial registered agent at that address is Nicola L. Zagarolo.

ARTICLE V - DIRECTORS

The corporation shall have One director initially. The number of directors may be increased or diminished from time to time by the by-laws.

ARTICLE VI - INCORPORATORS

The names and street addresses of the Incorporator of these Articles of Incorporation are as follows:

Luisa Case 4310 Carambola Circle, North, Coconut Creek, Florida 33066
Robert F. Case, II, 4310 Carambola Circle, North, Coconut Creek, Florida 33066

ARTICLE VII - TRANSACTIONS IN WHICH DIRECTORS ARE INTERESTED

In the event that the corporation enters into contracts or transacts business with one or more of its Directors, or with any firm of which one or more of its Directors are members or employees, or with any other corporation or association of which one or more of its Directors are shareholders, directors, officers or employees, such contract shall not be invalidated or in any way affected by the fact that such Director or Directors have or may have interest therein which might be adverse to the interests of the corporation, even though the vote of the Director or Directors having such adverse interests shall have been necessary to obligate the corporation upon such contract or obligation;

PROVIDED, HOWEVER, that in any such case the fact of such interest shall be disclosed to the other Directors or shareholders acting upon or in reference to such contract or transaction. No Director or Directors having disclosed such adverse interests shall be liable to the corporation or to any shareholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such Director or Directors be accountable for any gains or profits realized thereon. PROVIDED, also, that such contract or transaction shall, at the time at which it was entered into, have been a reasonable one to have been entered into and shall have been upon terms that, at the time were fair.

ARTICLE VIII - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his being or having been a Director or Officer of the corporation (said expenses to include attorneys fees and the costs of reasonable settlements made with a view of curtailment of costs of litigation), except in such action, suit or proceedings to have been derelict in the performance of his duty, as such officer or director. Such right of indemnification shall be exclusive of any other rights to which a Director or Officer may be entitled under any regulations, agreements, vote of stockholders, or to which he may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors and the administrators of any such Director or Officer.

ARTICLE IX - EFFECTIVE DATE

These Articles of Incorporation shall be effective November 23, 1999.

ARTICLES X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to a vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI - CONSENT IN WRITING IN LIEU OF MEETING

Any action that may be taken at a meeting of the stockholders of this corporation may be taken without a formal meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the corporation entitled to vote on the action and shall be filed by the

Secretary of the corporation. This consent shall have the same effect as a unanimous vote at a Shareholders' Meeting. If all of the Directors, severally, or collectively, likewise consent in writing or writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it has been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the Incorporators have executed these Articles of Incorporation this 12th day of November, 1999.

Luisa Case
Luisa Case

STATE OF FLORIDA
COUNTY OF Dewar

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared, Luisa Case who is personally known to me or produced his driver's license as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation for the purposes therein designated.

WITNESS my hand and seal this 12th day of November, 1999.

Pamela Zagarolo
Notary Public
Printed Name: Pamela Zagarolo



Pamela Zagarolo
Commission # CC 802829
Expires JAN. 19, 2003
BONDED THRU
ATLANTIC BONDING CO., INC.

My Commission Expires: 1-19-03

IN WITNESS WHEREOF, the Incorporators have executed these Articles of Incorporation this 12th day of November, 1999.

Robert F. Case, II
Robert F. Case, II

STATE OF FLORIDA
COUNTY OF Dewar

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared, Robert F. Case, II who is personally known to me or produced his driver's license as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation for the purposes therein designated.

WITNESS my hand and seal this 12th day of November, 1999.

Pamela Zagarolo

Notary Public

Printed Name: Pamela Zagarolo



Pamela Zagarolo
Commission # CC 802829
Expires JAN. 19, 2003
BONDED THRU
ATLANTIC BONDING CO., INC.

My Commission Expires: 1-19-03

ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.

Nicola L. Zagarolo

Nicola L. Zagarolo

Date 1/27/99

FILED
99 NOV 29 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA