

P99000008391

Rick Kanaga
P.O. Box 160580
Altamonte Springs, FL 32716-0580

January 21, 1999

Florida Department of State
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

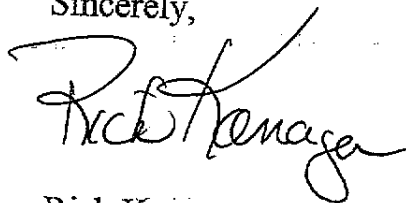
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*****78.75 *****78.75

GOOD MORNING,

Enclosed please find Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, together with our check in the amount of \$78.75 to cover the filing fee, certified copy charge, designation of registered agent, and charter tax.

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to the above address.

Sincerely,

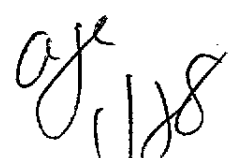


Rick Kanaga

Enclosures

99 JAN 25 AM 8:44
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED



ARTICLES OF INCORPORATION
OF
GROVE COURT ASSISTED LIVING FACILITY, INC.

A Florida Corporation

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the Corporation is **GROVE COURT ASSISTED LIVING FACILITY, INC.**

ARTICLE II

This Corporation is to exist perpetually unless dissolved in accordance with the Laws of the State of Florida.

ARTICLE III

This Corporation may engage in any activities of business permitted under the laws of the United States and of this State.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock at One Dollar (\$1.00) par value. All or any part of said stock of this corporation may be paid for wholly or in part for cash or other property, excluding stock or other securities, at a just valuation to be fixed by the

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Directors of this Corporation at any regular or special meeting and any and all shares so issued shall be fully paid and non-assessable.

ARTICLE V

The initial street address of the principal office of this Corporation in the State of Florida is 980 Montgomery Road, #3, Altamonte Springs. The Board of Directors may from time to time move the principal office to any other address in Florida. This Corporation shall have the privilege of having such branch offices at such other places within the State of Florida or without the State of Florida and within the and without the United States of America as may be designated from time to time by the Directors of the Corporation.

ARTICLE VI

The name and address of the incorporator is:

RICK KANAGA

P.O. BOX 160580

Altamonte Springs, FL 32716-0580

ARTICLE VII

This Corporation shall have four (4) Directors initially; the number of Directors may be increased from time to time by by-laws adopted by the Stockholders, but shall never be less than two (2).

ARTICLE VIII

The name and address of the members of the first Board of Directors are:

RICHARD ROBY

P.O. BOX 151

Port Salerno, FL 34992-0151

MILDRED ROBY

P.O. BOX 151

Port Salerno, FL 34992-0151

RICK KANAGA

P.O. BOX 160580
Altamonte Springs, FL 32716-0580

MERIDYTHE KANAGA

P.O. BOX 160580
Altamonte Springs, FL 32716-0580

ARTICLE IX

Pursuant to Chapter 48.091, Florida Statutes, MERIDYTHE KANAGA, 980 Montgomery Road, #3, Altamonte Springs, FL 32714, is hereby named as agent of this Corporation to accept service of process within the State of Florida, that the said MERIDYTHE KANAGA, by execution of these Articles does accept to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office located at the above address.

ARTICLE X

No stock in the Corporation shall be pledged, hypothecated, sold, made a gift of, or otherwise transferred or disposed of to a person who is not already a stockholder unless the stock shall have been first offered by a writing for sale or other disposition to each of the other stockholders of the Corporation at the same price and on the same terms as would govern upon a transfer to a person not a Stockholder. The writing shall set forth the price, terms, and the party or parties to whom such disposition is to be made. Said writing shall be sent by certified mail to each stockholder at the address listed on the Corporation's books. The right to transfer the stock to a person not a stockholder shall not exist until all existing stockholders refuse the offer made as provided above or until they fail for a period of thirty (30) days after receipt of the written offer to accept the same compliance with the terms therein set forth.

Regulations as to the formalities and procedure to be followed in effecting the transfer shall be prescribed in the By-Laws of the Corporation.

ARTICLE XI

In the case of the death of any stockholder, the Corporation shall have the right to purchase the stock from the legal representative of the deceased for a negotiated value as of the date of death of the deceased stockholder. If the Corporation does not, or cannot, purchase such stock, the Board of Directors shall have the right to empower such of its existing stockholders as it sees fit to make such purchase from the legal representative at the same price. Should the option provided for in this Article not be exercised, then, after the lapse of ninety (90) days, the legal representative may dispose of said stock as he or she sees fit.

ARTICLE XII

The 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 vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has made and subscribed these articles of Incorporation for the uses and purposes aforesaid on the 19th day of January 1999.

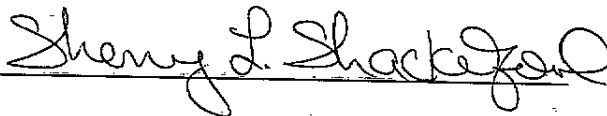

Rick Kanaga

STATE OF FLORIDA

COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County aforesaid, personally appeared RICK KANAGA, as Incorporator of GROVE COURT ASSISTED LIVING FACILITY, INC., known to me and known by me to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 19th day of January, 1999.



Notary Public - Sherry L. Shackelford



SHERRY L. SHACKELFORD
My Commission CC439675
Expires Feb. 13, 1999
Bonded by NFNU
800-224-6368

ACCEPTANCE BY REGISTERED AGENT

I, MERIDYTHE KANAGA, agree to accept the designation of Registered Agent for GROVE COURT ASSISTED LIVING FACILITY, INC., and as such Registered Agent to comply with all requirements, including acceptance of service of process, pursuant to Chapter 607, Florida Statutes, which apply to my capacity as a Registered Agent.

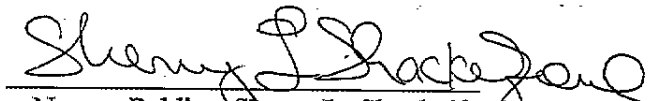

MERIDYTHE KANAGA
Registered Agent

FILED
99 JAN 25 AM 8:45
DIVISION OF PUBLIC ORATIONS
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County aforesaid, personally appeared MERIDYTHE KANAGA, designated Registered Agent, known to me and known by me to be the person described in and who executed the foregoing instrument and she acknowledged before me that she executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 19th day of January, 1999.


Notary Public - Sherry L. Shackelford



SHERRY L SHACKELFORD
My Commission CC438675
Expires Feb. 13, 1999
Bonded by NFNU
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