

Collins, Brown & Caldwell

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PLEASE REPLY TO:
POST OFFICE BOX 3888
VERNO BEACH, FLORIDA 32904

*BOARD CERTIFIED REAL ESTATE LAWYER
**ALSO ADMITTED IN THE DISTRICT OF COLUMBIA

June 28, 1995

VIA FEDERAL EXPRESS

Division of Corporations
409 E. Gaines
Post Office Box 6327
Tallahassee, Florida 32301

JUNE 30

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 JUN 30 PM 4:17

Re: Articles of Incorporation for STUART ASSISTED
LIVING, INC. and Certificate of Limited Partnership
for STUART ASSISTED LIVING, LTD.

Dear Sir or Madam:

Enclosed please find for filing original plus two copies of
Articles of Incorporation for STUART ASSISTED LIVING, INC., and
original plus two copies of Affidavit and Certificate of Limited
Partnership for STUART ASSISTED LIVING, LTD.

Also enclosed is a check in the amount of \$122.50,
representing filing fee, registered agent fee and one (1) certified
copy of Articles of Incorporation for STUART ASSISTED LIVING, INC.;
and a check in the amount of \$840.00, representing filing fee,
registered agent fee and two (2) certified copies of Affidavit and
Certificate of Limited Partnership for STUART ASSISTED LIVING, LTD.

Please file the Articles of Incorporation first before the
Affidavit and Certificate of Limited Partnership. The certified
copies of the Articles of Incorporation and the Affidavit and
Certificate of Limited Partnership may be returned to us via
regular U.S. mail.

If there are any problems or questions, please contact the
undersigned immediately. Thank you.

Very truly yours,

William W. Caldwell

WILLIAM W. CALDWELL 00001535034
For the Firm -07/11/95--01103--005
****840.00 ****840.00

WWC/mjw
Enclosures

cc/enc: Mr. Pete Russell

C. TAX _____
FILING _____ 700.00
R. AGENT FEE _____ 35.00
COPY _____ 105.00
TOTAL _____ 840.00
C. BANK _____
BALANCE DUE _____
AFFID _____

AFFIDAVIT AND
CERTIFICATE OF LIMITED PARTNERSHIP
OF
STUART ASSISTED LIVING, LTD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 JUN 30 PM 4:17

The undersigned, as the General Partner of STUART ASSISTED LIVING, LTD., a Florida Limited Partnership, hereby executes, swears to and acknowledges in this Certificate of Limited Partnership as follows:

1. The name of the Limited Partnership is STUART ASSISTED LIVING, LTD.

2. The address of the Limited Partnership's registered office is 756 Beachland Boulevard, Vero Beach, Florida 32963, and the name of the registered agent for the Limited Partnership at that address is William W. Caldwell.

3. The name and business address of the General Partner is as follows:

STUART ASSISTED LIVING, INC.
1209-A Beach Avenue
Atlantic Beach, Florida 32233

89500052192

4. The mailing address of the Limited Partnership is as follows:

STUART ASSISTED LIVING, LTD.
1209-A Beach Avenue
Atlantic Beach, Florida 32233

5. The latest date upon which the Limited Partnership is to dissolve is thirty years from the date of this Certificate.

6. The amount of capital to be contributed to the Partnership by the Limited Partners thereof is \$100,000.00.

7. No further capital contributions by the Limited Partners of the Partnership are anticipated.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the undersigned this 21st day of June, 1995.

GENERAL PARTNER:

STUART ASSISTED LIVING, INC.,
a Florida corporation

By: [Signature]
Stephen D. Russell
Its President

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION
95 JUN 30 PM 4:17

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 21st day of June, 1995, by Stephen D. Russell, President of STUART ASSISTED LIVING, INC., a Florida Corporation, on behalf of the Corporation. He is personally known to me or has produced FL DL R240-784-46-288-0 as identification and did (did not) take an oath.



MARLA J WEST
My Commission 00438923
Expires Feb. 14, 1999

[Signature]
Notary Public
Name: Marla J. West
Commission Number: CC 438923
Commission Expiration: 2/14/99

ACCEPTANCE OF DESIGNATION

The undersigned, William W. Caldwell, hereby accepts the designation of himself as Registered Agent for the Limited Partnership and agrees to serve in compliance with all applicable Florida Statutes.

[Signature]
WILLIAM W. CALDWELL