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NO2000006240

August 12, 2002

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Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

**Re: Articles of Incorporation for Boynton Beach Assisted Living Facility, Inc., a Florida
Not for Profit Corporation**

Gentlemen:

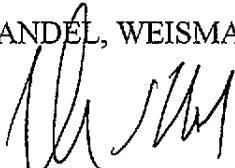
Enclosed please find an original and one copy for certification of Articles of Incorporation for the above referenced new Florida not for profit corporation to be formed. Also enclosed please find a check in the amount of \$78.75 made payable to the Secretary of State, said funds remitted as payment in full for filing fee, certified copy fee, designation of resident agent fee, capitol stock tax fees, etc.

Please file the Articles and return one certified copy thereof to the undersigned at your earliest convenience.

Thank you for your cooperation in this matter.

Very truly yours,

MANDEL, WEISMAN & BRODIE, P.A.



Daniel S. Mandel

Enclosures

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02 AUG 16 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/19/02

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02 AUG 16 AM 9:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**BOYNTON BEACH ASSISTED LIVING FACILITY, INC.
ARTICLES OF INCORPORATION
A FLORIDA NOT FOR PROFIT CORPORATION**

THE UNDERSIGNED PERSON, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, hereby makes, subscribes and acknowledges these Articles of Incorporation.

ARTICLE I

NAME; PRINCIPAL ADDRESS

The name of the corporation is BOYNTON BEACH ASSISTED LIVING FACILITY, INC. and its principal address at the time of incorporation is 1708 NE 4th Street, Boynton Beach, Florida 33435.

ARTICLE II

DURATION

This corporation shall have perpetual duration unless dissolved according to law. Corporate existence shall commence on the date that these articles of incorporation are filed by the Department of the State.

ARTICLE III

PURPOSES

This corporation is organized as a corporation not for profit in accordance with the provisions of Chapter 617, Florida Statutes, for the non-profit purpose of operating an assisted living facility to engage in business within the meaning of Section 501 (c)(3) of the Internal Revenue Code (the "Code") and the Regulations promulgated thereunder, as may be amended from time to time, or corresponding provisions of any subsequent federal tax laws and to that end solicit conditions to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the facility without limitation, except such limitations, if any as may be contained in the instrument under which such constitution is received, this Articles of Incorporation, the Bylaws of the corporation, or any applicable laws; to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers.

No part of the net earnings of the corporation shall inure to the benefit of any member, director, trustee, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more

of its purposes), and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporation assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Upon attaining approval of 501 (c)(3) status, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

The Corporation shall not engage in any act of selfdealing as defined in Section 4941(d) of the Code.

The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

Notwithstanding any other provision of the certificate, the corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Code and its Regulations as they now exist or as they may be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may be amended.

ARTICLE IV

DISTRIBUTION ON DISSOLUTION

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and its Regulations as they now exist or as they may be amended, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed shall be disposed by Court of Competent Jurisdiction of the county in which the principal location of the corporation is located, exclusively for such purposes or such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V

MEMBERS

The powers, duties and privileges of the members of the corporation, and the manner of their admission, shall be as specified in the By-Laws of the corporation.

ARTICLE VI

SUBSCRIBER

The name and address of the person signing these Articles is:

Daniel S. Mandel
2101 Corporate Boulevard, Suite 300
Boca Raton, FL 33431

ARTICLE VII

OPERATIONS

The affairs of the corporation are to be managed by a President, Vice President, Secretary, and Treasurer and such other officers as the Bylaws of the corporation may provide for from time to time. All officers shall be elected at the first meeting of the Board of Directors following the annual meeting of the corporation and shall hold office until the next succeeding annual election of officers or until their successors are elected and qualify.

ARTICLE VIII

OFFICERS

The names of the officers who are to serve until the first election or appointment under the Articles of Incorporation and Bylaws are:

Joseph Gluckman
Karen Rosen

President
Vice President/Secretary/Treasurer

The foregoing shall hold office until the first meeting of the Board of Directors elected by the members. Commencing with the first meeting of such elected Board of Directors such officers will be elected annually to hold office until the next annual meeting of the Board of Directors or until their successors are elected and qualify. In the event of a vacancy in any office prior to the first meeting of such elected Board of Directors, a vacancy in office shall be filled by a majority, even though less than a quorum, of the Board of Directors. The Bylaws of the corporation may provide for the office of Chairman of the Board. The Chairman of the board shall have such duties as are assigned by the Bylaws and the Board of Directors.

ARTICLE IX

BOARD OF DIRECTORS

The corporation shall be governed by a Board of Directors consisting of at least three (3) persons. The number of members of the Board of Directors shall be established by the Bylaws; however, the Board shall always consist of at least three (3) individuals. The names and addresses of the persons who are to initially serve are as follows:

Sherry Friedman
1708 NE 4th Street
Boynton Beach, FL 33435

Steven Bruh
1708 NE 4th Street
Boynton Beach, FL 33435

Dr. Howard Bush
1708 NE 4th Street
Boynton Beach, FL 33435

Laura Pincus
1708 NE 4th Street
Boynton Beach, FL 33435

Karen Rosen
1708 NE 4th Street
Boynton Beach, FL 33435

Thereafter, the Board of Directors shall be elected as provided in the Bylaws. Vacancies in the initial Board of Directors shall be filled by a majority, even though less than a quorum of the Board of Directors. Members of the initial Board of Directors need not be members of the corporation.

No contract or other transaction between the corporation and any other firm, association, or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of the corporation, is or are interested on, or is a member, director, or officer, or are members, directors, or officer, or such other firm of corporation. Any director, or officer, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation with any person or persons, firm, association, or corporation, shall be affected or invalidated by reason of the fact that any directors or officer or officers of this corporation is a party or are parties to, or interested in, such contract, act, or transaction, or in any way connected with such person or persons, firm, association, or corporation. Each person who may become a director or officer of this corporation is relieved from any liability that might otherwise exist from contracting with this corporation for his or her

benefit or for the benefit of any firm, association, or corporation in which he or she may be in any way interested.

ARTICLE X

BY-LAWS

The initial Bylaw of the corporation shall be made and adopted by the initial Board of Directors. The Bylaws of said corporation may be amended, altered, rescinded or added to by resolution adopted by two-thirds (2/3) vote of the Board of Directors of this corporation at any duly called meeting of said board and accepted by a two-thirds (2/3) vote of the members present at any duly convened meeting of the members; provided, however, that no such meeting shall be deemed competent to consider or amend, alter, rescind or add to the Bylaws unless prior written notice of said meeting specifying the proposed change has been given to all Directors and members at least ten (10) days prior to the meeting or said notice is appropriately waived by written waiver. Any member of this corporation or any member of the Board of this corporation may propose an amendment to the Bylaws to the Board or the membership, as the case may be. Provided further that as long as the initial Board of Directors holds office, any changes in the Bylaws may be made only by a two-thirds (2/3) vote of Board of Directors of the corporation.

ARTICLE XI

AMENDMENT

The Articles of Incorporation may be amended, altered, rescinded, or added to by resolution adopted by two-thirds (2/3) vote of the Board of Directors of this corporation at any duly called meeting of said Board and accepted by a two-thirds (2/3) vote of the members present at any duly convened meeting of the members; provided, however, that no such meeting shall be deemed competent to consider or amend, alter, rescind or add to these Articles of Incorporation unless prior written notice of said meeting specifying the proposed change has been given to all Directors and members at least ten (10) days prior to the meeting or said notice is appropriately waived by written waiver. Any member of this corporation or any member of the Board of this corporation may propose an amendment to the Articles of Incorporation to the Board or the membership, as the case may be. Provided further that as long as the initial Board of Directors holds office, any changes in the Articles of Incorporation may be made only by a two-thirds (2/3) vote of the Board of Directors of the corporation.

ARTICLE XII

VOTING

Members of the corporation shall be entitled to one vote each to be cast in person or by written proxy. The corporation shall never have or issue shares of stock, nor will it ever have nor provide for non-voting membership.

ARTICLE XIII

POWERS

The corporation shall have all the powers set forth and described in Chapter 617, Part I, Florida Statutes, as presently existing or as may be amended from time to time, together with those powers conferred by these Articles of Incorporation and all lawful Bylaws of the corporation, as may be amended from time to time, which powers shall include, but not limited to, the following:

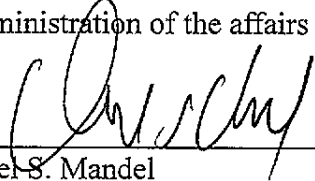
(a) To receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and to otherwise acquire and hold all property, real and personal, including securities of other corporations.

(b) To act as trustee under any trust incidental to the principal objects of the association, and to receive, hold, administer, and expend funds and property subject to such trust and trusts.

(c) To convey, exchange, lease, mortgage, encumber, transfer upon trust or otherwise dispose of all property, real or personal.

(d) To borrow money, contract debts, issue bonds, notes, and debentures, and secure the payment or performance of its obligations.

(e) To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation.

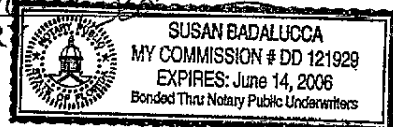

Daniel S. Mandel

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 12th day of August, 2002 by Daniel S. Mandel as Subscriber to the Articles of Incorporation of BOYNTON BEACH ASSISTED LIVING FACILITY, INC., a Florida not for profit corporation, on behalf of the corporation. Daniel S. Mandel is personally known to me or has produced _____ as identification.


NOTAR



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DESIGNATION OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The initial registered agent of this corporation shall be Daniel S. Mandel, 2101 Corporate Boulevard, Suite 300, Boca Raton, Florida, 33431.

ACCEPTANCE

Having been named registered agent to accept service of process for the above-named corporation, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes.



DANIEL S. MANDEL

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

The foregoing Articles of Incorporation were acknowledged before me this 12th day of August, 2002 by DANIEL S. MANDEL who was personally known to me.



NOTARY

