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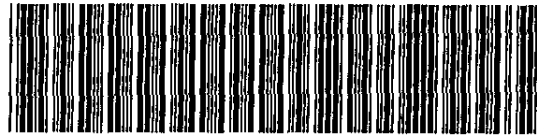
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Carl E. Westman
Partner
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January 12, 2004

Department of State
Division of Corporations
Corporate Filings
P. O. Box 6327
Tallahassee, FL 32314

**Re: *Marco Island CCRC, Inc.*
*A Florida Not-For-Profit Corporation***

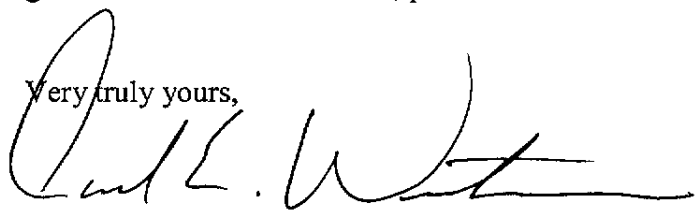
Ladies & Gentlemen:

Enclosed is the original executed Articles of Incorporation of Marco Island CCRC, Inc., a Florida Not-For-Profit Corporation. Also enclosed is our check for the filing fees in the amount of \$78.75.

Please file the Articles and return the corporate filing documentation to our office.

If you have any questions or require anything further from us at this time, please contact us at your earliest opportunity.

Very truly yours,



Carl E. Westman
For the Firm

CEW:smc
Enclosures

NAPLES 42999v1

ARTICLES OF INCORPORATION
OF

MARCO ISLAND CCRC, INC.
(A Florida Not-For-Profit Corporation)

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DIVISION OF CORPORATIONS
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In compliance with Chapter 617 of the Florida Not for Profit Corporation Act (the "Act"), the undersigned certifies the following:

Article I
NAME

The name of this corporation shall be Marco Island CCRC, INC. (hereinafter called the "Corporation").

Article II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 40 Heathwood Drive, Marco Island, Florida 34145.

Article III
PURPOSE

This Corporation is a not-for-profit corporation, organized and to be operated exclusively for charitable purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and not for pecuniary profit, and more specifically, exclusively to carry out the following purposes:

To own and operate one or more continuing care retirement communities for the benefit of the residents of Southwest Florida and to provide all services in connection therewith and to carry on such other activities that are in furtherance of and support of the foregoing purpose as are lawful and proper for corporations formed under the Act and section 501(c)(3) of the Code.

Article IV
MEMBERSHIP

The Corporation shall not have members.

Article V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 200 South Biscayne Boulevard, 43rd Floor, Miami, Florida 33131 and the name of the Corporation's initial registered agent at that address is Peninsula Registered Agents, Inc.

Article VI
BOARD OF TRUSTEES

The affairs of this Corporation shall be managed by a Board of Trustees. The number of trustees shall initially be seven. The number of members of the Board of Trustees may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than seven nor more than twenty-five. The manner of election of members of the Board of Trustees shall be set forth in the Bylaws of the Corporation. The names and addresses of the persons who shall serve as the initial members of the Board of Trustees of the Corporation are as follows:

Elizabeth Allen
740 Waterford Drive
Naples, Florida 34113

James McGregor
319 Rookery Ct.
Marco Island, Florida 34145

Paul Kurtzman
1100 Cara Court
Marco Island, FL 34145

Al Diaz
1289 Fruitland Avenue
Marco Island, FL 34145

Charles L. Fritz
174 S. Collier Blvd, #904
Marco Island, FL 34145

Barbara Tellinghuisen
390 Bald Eagle Drive
Marco Island, FL 34145

Warren G. Wheeler
6000 Royal Marco Way, #657
Marco Island, FL 34145

Article VII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

Carl E. Westman
c/o Steel Hector & Davis, LLP
Collier Place I
3003 Tamiami Trail North, Suite 300
Naples, FL 34103-2714

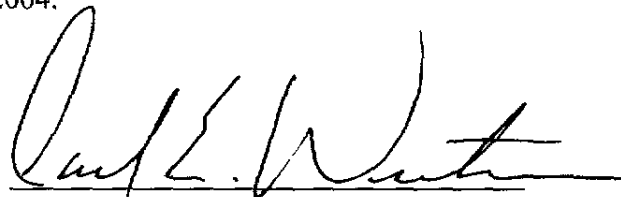
Article VIII
DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws, as selected by the Board of Trustees.

Article IX
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, members of its Board of Trustees, its officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of its purposes. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 9th day of January, 2004.



Carl E. Westman
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:


That, MARCO ISLAND CCRC, INC., desiring to organize under the laws of the State of Florida, has named Peninsula Registered Agents, Inc., located at 200 S. Biscayne Boulevard, 43rd Floor, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 9th day of January, 2004

PENINSULA REGISTERED AGENTS, INC.

By: 
Debra Palmisano
Vice President