

N99000000 1950

W. JAMES STEVENS

March 22, 1999

Secretary of State
Division of Corporations
P.O. BOX 6327
Tallahassee, FL 32314

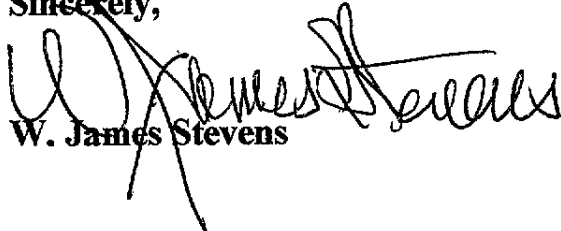
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RE: New Corporation
American Lifecare, Inc.

Enclosed you will find two original Articles of Incorporation; Acceptance letter from the registered agent and a check for the registration which includes the fee for a certified copy of the Articles of Incorporation for the above referenced corporation.

Please let me know if there are questions. Thank you.

Sincerely,


W. James Stevens

EFFECTIVE DATE
3-19-99

WJS/r
Enclosures..

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
of**

Article I. Name

The name of this Florida not-for-profit corporation is:

AMERICAN LIFECARE, INC.

Article II. Address

**The mailing address of the Corporation is: 10481 SE Banyan Way,
Tequesta, Fl 33469.**

Article III. Purpose **EFFECTIVE DATE**
3-19-99

The Corporation is organized to provide living facilities and associated support amenities for adult residents during their continuum of care. These facilities shall extend the necessary care to their residents and shall engage in all other lawful acts or activities not for pecuniary profit for which Florida not-for-profit corporations may be organized, so far as permitted by Code Section 501(c)(3). All references to "Code" are to the Internal Revenue Code of 1986 as amended or to corresponding provisions of future federal tax legislation.

Article IV. Membership

Persons interested in the purposes of the Corporation are eligible for membership in the Corporation if they are capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and if they comply with the requirements established from time to time in the Bylaws. Members shall have no voting rights except as provided in the Bylaws.

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Article V. Registered Agent

The name and address of the registered agent of the Corporation is:

**W. James Stevens
10481 SE Banyan Way
Tequesta, FL 33469**

Article VI. Limitations

No part of the earnings of the Corporation shall inure to the benefit of (or be distributable to) its officers, directors, members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation to its officers for services rendered and to make payments and distributions in furtherance of any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h). The Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3) and which entitle contributors to the Corporation to deduct their charitable contribution under Code Section 170(a).

Article VII. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than ~~three~~ directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but may never be less than ~~three~~. The election of Directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

**W. James Stevens
Susan Dyer
MATTHEW KEMPER STEVENS**

Article VIII. Incorporator

The name and address of the incorporator is:

**W. James Stevens
10481 SE Banyan Way
Tequesta, FL 33469**

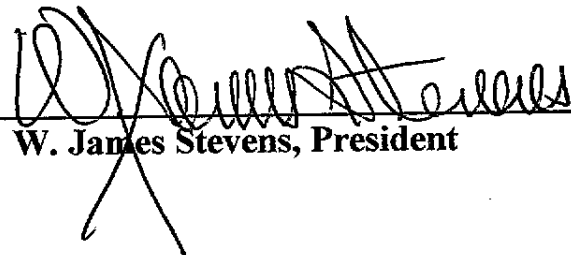
Article IX. Dissolution

Upon the dissolution or winding up of the Corporation, the assests remaining after payment (or provision for payment) of the Corporation's debts and liabilities shall be distributed to a not-for-profit fund, foundation or corporation that is organized and operated exclusively fro charitable purposes and that has established its tax exempt status under Code Section 501(c)(3).

Article X. Corporate Existence

The corporate existence of the Corporation shall begin effective as of March 19, 1999.

The authorized representative of the incorporator executed these Articles of Incorporation on MARCH 22nd, 1999.

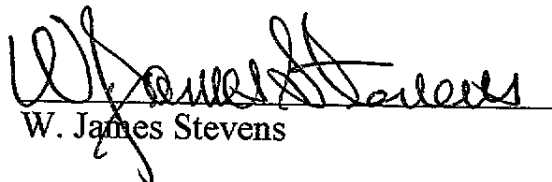
BY: 
W. James Stevens, President

**CERTIFICAT OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

CORPORATION: American Lifecare, Inc.

REGISTERED AGENT: W. James Stevens
10481 SE Banyan Way
Tequesta, FL 33469

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


W. James Stevens

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Written Consent of Directors to Organize