

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

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Articles

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1.) Fountains of Living, Inc.
(CORPORATE NAME & DOCUMENT #)

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2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
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4.) _____
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5.) _____
(CORPORATE NAME & DOCUMENT #)

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ARTICLES OF INCORPORATION

OF

FOUNTAINS OF LIVING, INC.

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be: **Fountains of Living, Inc.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

P.O. Box 1204, Tavernier, Florida 33070

ARTICLE III - PURPOSE

The Corporation is organized exclusively for charitable, educational or scientific purposes within the meaning of Section 501 (c) 3 of the Internal Revenue Code of 1986, as amended ("Code") (or the corresponding provision of any future United States Internal Revenue Law).

To accomplish its purpose, the Corporation will establish and operate adult care facilities in such a way that will qualify the corporation as a charitable organization.

ARTICLE IV - MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed shall be as set forth in the Bylaws.

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

Urban J.W. Patterson
82681 Overseas Highway
Islamorada, Florida 33036

ARTICLE VI - INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is:

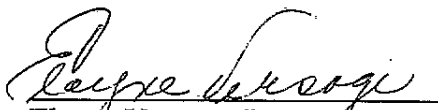
Elayne Versage
469 Sunset Drive
Key Largo, Florida 33037

ARTICLE VII

The corporation shall not issue shares of stock.

ARTICLE VIII

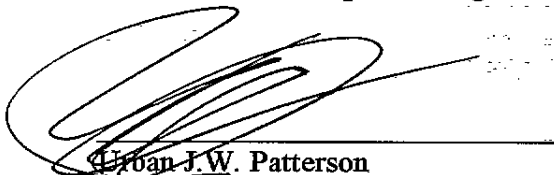
The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by statute.


Elayne Versage, Incorporator

10-13-99
Date

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Florida Not For Profit Corporation Act has executed these Articles of Incorporation this 13th day of October, 1999.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Urban J. W. Patterson
Signature/Registered Agent

Date

10/13/99

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