

P0000020493



ACCOUNT NO. : 072100000032

REFERENCE : 603577 8900A

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : February 28, 2000

ORDER TIME : 12:10 PM

800003149678--1

ORDER NO. : 603577-005

CUSTOMER NO: 8900A

CUSTOMER: Mr. Thomas T. Coon, Jr.
JOSEPH M. BALOCCO, ESQ
JOSEPH M. BALOCCO, ESQ
1323 S.e. Third Avenue

Fort Lauderdale, FL 33316

DOMESTIC FILING

NAME: ROSE MANOR A.L.F., INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

00 FEB 29 PM 2:22

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 FEB 28 PM 12:50

RECEIVED

**ARTICLES OF INCORPORATION
OF
ROSE MANOR A.L.F., INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 FEB 28 PM 2: 22

ARTICLE I - NAME

The name of this corporation is: ROSE MANOR A.L.F., INC. The principal address of the corporation is 105 Nurmi Drive, Fort Lauderdale, FL 33301.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

The corporation may conduct any lawful business for which a corporation may exist under Chapter 607 of the Florida Statutes.

ARTICLE IV - STOCK

This corporation is authorized to issue 100 shares of NO par value common stock which shall be designated "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 105 Nurmi Drive, Fort Lauderdale, Florida 33301, and the name of the initial registered agent of this corporation at that address is: Henry Weiss.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Director(s) constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time in accordance with the By Laws. The name(s) and address(es) of the initial Board of Directors of this Corporation is (are):

NAME:	ADDRESS:
Henry Weiss	105 Nurmi Drive Fort Lauderdale, FL 33301
Carol Weiss	105 Nurmi Drive Fort Lauderdale, FL 33301

ARTICLE VIII - INCORPORATORS

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

NAME:	ADDRESS:
Henry Weiss	105 Nurmi Drive Fort Lauderdale, FL 33301

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

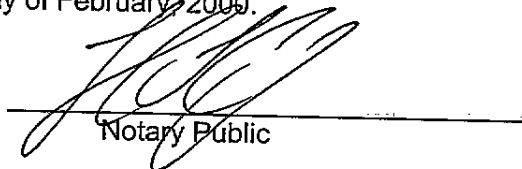
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25th day of February, 2000.


SUBSCRIBER

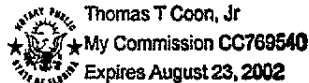
STATE OF FLORIDA
COUNTY OF BROWARD

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared HENRY WEISS known to me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation or who produced valid Florida Driver Licenses as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 25th day of February, 2000.


Notary Public

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with section 48.091, Florida Statutes, the following is submitted:

First -- that ROSE MANOR A.L.F., INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 105 Nurmi Drive, City of Fort Lauderdale, State of Florida, 33301, has named Henry Weiss, located at 105 Nurmi Drive, City of Fort Lauderdale, State of Florida, 33301, as its agent to accept service of process within Florida.

SIGNATURE *Henry Weiss*
TITLE Incorporator
DATE 2/25/00

Second -- 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 performance of my duties.

SIGNATURE *Henry Weiss*
DATE 2/25/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 28 PM 2: 22