

ROBINSON & ASSOCIATES, P.A.

Accounting & Business Consultants

P.O. Box 1118

Winter Park, Florida 32790-1118

(407) 645-5950

Fax (407) 645-5451

700000020542

February 1, 2000

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

Dear Department of State:

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-02/29/00--01002--007

*****87.50 *****87.50

Enclosed please find two original copies of the Articles of Incorporation for ANNWAY ASSISTED LIVING, INC. along with a check in the amount of \$87.50, payable to the Department of State for filing fees. Please file the enclosed articles, and mail the certified copy to:

Gloria J. Robinson, CPA
Robinson & Associates, PA
P.O. Box 1118
Winter Park, FL 32790-1118

If you have any questions or need further instructions, please give me a call at (407) 645-5950.

Yours truly,


Gloria J. Robinson, CPA

ROBINSON & ASSOCIATES, P.A.

Enclosures

FILED
00 FEB 10 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REC'd 2/10/00

WOO-3729

K. Rolfe

FEB 28 2000

ARTICLES OF INCORPORATION
OF
ANNWAY ASSISTED LIVING, INC.

FILED
00 FEB 10 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME: The name of the corporation is ANNWAY ASSISTED LIVING, INC.

ARTICLE II. PURPOSE: This corporation is organized for the purpose of the transaction of any lawful business for which corporations may be incorporated under the laws of the United States and the State of Florida.

ARTICLE III. EFFECTIVE DATE: The effective date of this Corporation February 3, 2000.

ARTICLE IV. DURATION: The corporation is to exist perpetually.

ARTICLE V. CAPITAL STOCKS: This corporation is authorized to issue ONE THOUSAND (1,000) SHARES of the common stock of a par value of ONE (\$1.00) DOLLAR per share.

ARTICLE VI. PRINCIPAL PLACE OF BUSINESS OF CORPORATION: The street address of the principal place of business is 8207 Forest City Road, Orlando, FL 32810.

ARTICLE VII. MAILING ADDRESS OF CORPORATION: The mailing address of the corporation is 8207 Forest City Road, Orlando, FL 32810.

ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT: The name and address of the registered agent are as follows:

ANTOINETTE LLANES
8207 Forest City Road
Orlando, FL 32810.

ARTICLE IX. INITIAL BOARD OF DIRECTORS: This corporation shall have one (2) directors initially. The number of directors may either be increased or decreased from time to time by an amendment of the by-laws, but shall never be less than one (1).

The name and address of the initial directors of this corporation is:

WILFREDO LLANES
8207 Forest City Road
Orlando, FL 32810

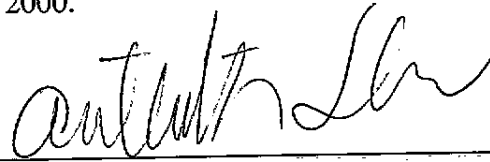
ANTOINETTE LLANES
8207 Forest City Road
Orlando, FL 32810

ARTICLE X. INCORPORATORS: The name and address of the incorporator signing these Articles of Incorporation are:

ANTOINETTE LLANES
8207 Forest City Road
Orlando, FL 32810

ARTICLE XI. AMENDMENTS: This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation 1st day of February, 2000.



ANTOINETTE LLANES

STATE OF FLORIDA
COUNTY OF ORANGE

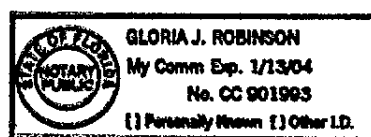
BEFORE ME the undersigned authority, personally appeared ANTOINETTE LLANES who acknowledged before me that she executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal this 1st day of February, 2000.



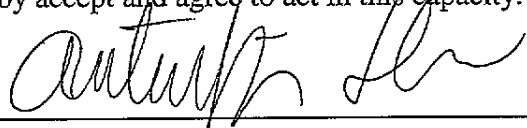
NAME

Notary Public, State of Florida



CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process of
ANNWAY ASSISTED LIVING, INC., I hereby accept and agree to act in this capacity.



Antoinette Llanes

FILED

00 FEB 10 PM 4:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA