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Alan J. Berman

2 Office Park Drive, Suite A
P O Box 352537
Palm Coast, Florida 32135

(904) 446-1525

April 12, 2000

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*****78.75 *****78.75

Department of State
Division of Corporations
Corporate Records Bureau

P O Box 6327

Tallahassee, Florida 32314

Re: HARMONY ASSISTED LIVING FACILITY, INC.

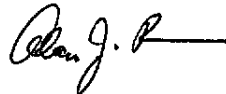
Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation for the above-named corporation. In addition, I have enclosed a check payable to your order, in the sum of \$78.75, which represents the following fees:

Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent Fee	<u>35.00</u>
	\$ 78.75

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,



Alan J. Berman

AJB/j
Enclosures

FILED
00 APR 14 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. O. 11-1000 APR 19 2000

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HARMONY ASSISTED LIVING FACILITY, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE: NAME: The name of the corporation shall be HARMONY ASSISTED LIVING FACILITY, INC.

ARTICLE TWO: DURATION: The term of existence of the corporation is perpetual.

ARTICLE THREE: PURPOSE: The purpose is to engage in any activities or business permitted under the Laws of the United States and Florida; including but not limited to, the operation of a twenty-four hour, live-in, private home care facility for elderly persons.

ARTICLE FOUR: CAPITAL STOCK: The corporation is authorized to issue one hundred (100) shares, all of which shall be common shares, no par value.

ARTICLE FIVE: INITIAL REGISTERED OFFICE AND AGENT:
The street address of the initial Registered Office of the corporation is 51 Perrotti Lane, Palm Coast, Florida 32164, and the name of the Registered Agent is WILLIAM G. FIVES, of 51 Perrotti Lane, Palm Coast Florida 32164.

ARTICLE SIX: INITIAL BOARD OF DIRECTORS: This corporation shall have one (1) director initially. The number of directors may be increased or decreased, from time to time, by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one (1). The name and address of the initial director of this corporation is:

WILLIAM G. FIVES - 51 Perrotti Lane
Palm Coast, Florida 32164

ARTICLE SEVEN: INCORPORATOR: The incorporator of the corporation and the subscriber to these Articles of Incorporation is WILLIM G. FIVES, who resides at 51 Perrotti Lane, Palm Coast, Florida 32164.

ARTICLE EIGHT: BY-LAWS AND ARTICLES OF INCORPORATION: The shareholders shall have the exclusive authority to formulate, approve and/or amend bylaws of the corporation and shall have the exclusive authority to formulate, approve and/or adopt these amendments to these Articles of Incorporation.

ARTICLE NINE: COMMENCEMENT OF EXISTENCE: The corporation shall be deemed to commence its existence upon the filing of these Articles in the Office of the Secretary of State of the State of Florida.

ARTICLE TEN: PRINCIPAL PLACE OF BUSINESS: The principal place of business for said corporation and the mailing address is 51 Perrotti Lane, Palm Coast, Florida 32164.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 12th day of April, 2000.



WILLIAM G. FIVES

DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

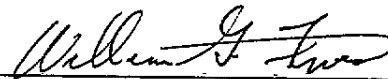
Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

HARMONY ASSISTED LIVING FACILITY, INC., desiring to organize under the laws of the State of Florida, with its initial registered office as indicated in the Articles of Incorporation, at 51 Perrotti Lane , Palm Coast, County of Flagler, State of Florida 32164, has named WILLIAM G. FIVES as its designated agent to accept service of process within the state.

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and acknowledge that I am familiar with and accept the obligations and responsibilities of such office, as provided for in Florida Statutes 607.0505.

Dated this 12th day
of April, 2000.



Registered Agent
WILLIAM G. FIVES

00 APR 14 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED