

Joseph E. Garrison
Certified Public Accountant

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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

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

re: Pembroke Place ALF, Inc.

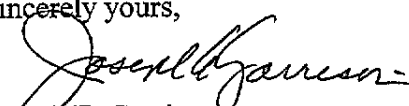
Dear Sir or Madam:

On behalf of the above referenced company, I am forwarding an original and one copy of its Articles of Incorporation, together with a check in the amount of \$78.75 in payment of the following:

Fee for filing Articles of Incorporation	\$35.00
Filing a Certificate designation Registered Agent	35.00
Fee for a certified copy of the Articles of Incorporation	8.75
Total payment	\$78.75

If you have any questions concerning this request, please free to call my office.

Sincerely yours,


Joseph E. Garrison
Certified Public Accountant

c: Pembroke Place ALF, Inc.

FILED
00 JUL 31 PM 12:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T BROWN AUG - 3 2000

ARTICLES OF INCORPORATION
OF

Pembroke Place ALF, Inc.

FILED
00 JUL 31 PM 12:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I: NAME

The name of this corporation shall be **Pembroke Place ALF, Inc.**

ARTICLE II: DURATION

The corporation shall have a perpetual existence.

ARTICLE III: PURPOSE

The purpose of this corporation is to engage in the business of operating one or more adult living facilities and/or any activity or business permitted by the laws of the State of Florida or the United States of America.

ARTICLE IV: STOCK

The maximum number of shares which the corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares of common stock at one dollar (\$1.00) par value per share.

ARTICLE V: PREEMPTIVE RIGHTS

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights for, par value thereof, a pro rata portion of

- (1) Any stock that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by amendment thereof or out of shares of stock the corporation acquired by it after issuance thereof, and whether issued for cash, labor done, personal property, or real property or leased thereof; or

- (2) Any obligation that the corporation may issue or sell which is convertible into exchangeable for any stock of the corporation of any class or classed, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE VI: BOARD OF DIRECTORS

The initial Board of Directors shall consist of 2 members. The initial Board of Directors shall serve for one year or until their successor(s) are elected or appointed. The number of directors may be increased or decreased from time to time by a vote of the stockholders, but in no case shall the number of directors be less than one. The Board of Directors shall have all powers authorized by the laws of the State of Florida and the United States of America. The name and address of the director(s) constituting the Initial Board of Directors is:

Name	Address
George T. Monteclaro	Estrella L. Monteclaro
2331 Pembroke Drive	2331 Pembroke Drive
Clearwater FL 33764	Clearwater FL 33764

ARTICLE VII: INDEMNIFICATION

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

ARTICLE VIII: STOCKHOLDER MEETINGS

The presence, at any stockholder's meeting, in person or by proxies, of persons entitled to vote a majority of shares of the corporation then issued and outstanding shall constitute a quorum for the transaction of business.

The affirmative vote of a majority of the outstanding shares present at any meeting of the Corporation shall be sufficient to authorize any act of the corporation.

ARTICLE IX: DIRECTORS MEETINGS

A majority of the authorized number of directors shall constitute a quorum of the Board of Directors for the transaction of business.

The consent of a majority of the directors present at any meeting shall be required to constitute an act or decision of the Board of Directors.

ARTICLE X: CORPORATE HEADQUARTERS

The corporate headquarters of this corporation shall be:

2331 Pembroke Drive
Clearwater FL 33764

ARTICLE XI: INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Agent office of this corporation shall be:

2331 Pembroke Drive
Clearwater FL 33764

The initial Registered Agent of this corporation shall be:

George T. Monteclaro

who upon acceptance of said designation agrees to comply with the provisions of section 48.091, Florida Statutes, as amended, with respect to keeping an office open for service of process.

ARTICLE XII: OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until successors are elected or appointed are (is):

Name	Office
George T. Monteclaro	President
Estrella L. Monteclaro	Secretary
Michael L. Monteclaro	Treasurer

ARTICLE XIII: EFFECTIVE DATE

These Articles of Incorporation shall be effective as of the date of acceptance by the Secretary of State, State of Florida.

ARTICLE XIV: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XV: MISCELLANEOUS PROVISIONS

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code, as amended, and shall take all actions necessary to obtain and maintain its federal tax status as an 'S' corporation.

ARTICLE XVI: INCORPORATOR

The name of the person signing these Articles of Incorporation is:

Name

George T. Monteclaro

Address

2331 Pembroke Drive

Clearwater FL 33764

CERTIFICATE OF INCORPORATION

STATE OF FLORIDA)
)
COUNTY OF PINELLAS)

SS.

I hereby acknowledge the forgoing Articles of Incorporation of Pembroke Place ALF, Inc.

Monteclaro +. by
George T. Monteclaro
Incorporator

The forgoing Articles of Incorporation were acknowledged be for me, this 26th day of July 2000, by George T. Monteclaro as incorporator, who produced a Florida Driver License as identification.

My commission Expires:



JOSEPH E. GARRISON
COMMISSION # CC740942
EXPIRES JUN 27, 2002
BONDED THROUGH
ADVANTAGE NOTARY OF FLORIDA
Notary Public

Joseph E. Garrison

ACCEPTANCE OF REGISTERED AGENT

STATE OF FLORIDA)
)
COUNTY OF PINELLAS)

SS.

Having been named to accept service of process for Pembroke Place ALF, Inc. at the place designated in these Articles of Incorporation, I hereby agree to act in said capacity, and agree to comply with the provisions of Section 48.091, Florida Statutes, as amended, relative to keeping open such office, this 26th day of July 2000.

Monteclaro +. by
George T. Monteclaro
Registered Agent

Acknowledged be for me, this 26th day of July 2000, by George T. Monteclaro, who produced a Florida Driver License as identification.

My commission Expires:



JOSEPH E. GARRISON
COMMISSION # CC740942
EXPIRES JUN 27, 2002
BONDED THROUGH
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00 JUL 31 PM 12:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA