

P00000101100
EFFECTIVE DATE
11-9-00
FILED
00 NOV 14 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES OF RICHARD S. AGSTER, P.A.
3602 WEST EUCLID AVENUE
TAMPA, FLORIDA 33629
(813) 832-3939

November 9, 2000

DEPARTMENT OF STATE

P.O. Box 6327

Tallahassee, Florida 32314

ATTN: DIVISION OF CORPORATIONS

400003462764--2
-11/14/00-01038-011
****122.50 *****78.75

RE: BRENDA'S CARE HOME, INC.

Dear Sir:

Please find enclosed the following with regard to the above-named matter.

1. The original and one (1) copy of the ARTICLES OF INCORPORATION.

2. Our check for your order in the amount of One Hundred Twenty-two

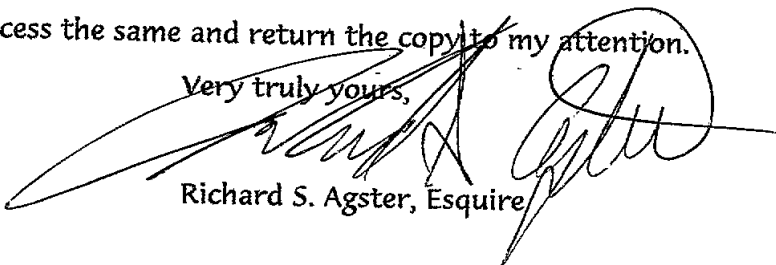
Dollars and fifty cents (\$122.50) to cover the following costs:

A. Filing fee	35.00
B. Certified Copy	52.50
C. Designation of Resident Agent	35.00

TOTAL \$122.50

Please process the same and return the copy to my attention.

Very truly yours,


Richard S. Agster, Esquire

ARTICLES OF INCORPORATION
OF
BRENDA'S CARE HOME, INC.

11-9-00
FILED
00 NOV 14 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We the undersigned, hereby associate ourselves together for the purpose of forming a Corporation for profit under the Laws of the State of Florida, and in accordance with the following Articles of Incorporation.

I

The names of the Corporation shall be:

BRENDA'S CARE HOME, INC.

and its principal place of business shall be 7001 38th Avenue North, St. Petersburg, Pinellas County, Florida, with the right to change and move said principal place of business within or without the State of Florida as the Board of Directors may from time to time deem proper.

II

The duration of this Corporation is perpetual. The corporate existence of this corporation shall commence on the date these Articles of Incorporation are executed.

III

The nature of the business and the objects and purposes proposed to be transacted, conducted, or carried on by this Corporation will be to own and operated assisted living facilities both within and without the State of Florida.

This Corporation may also engage in any activity or business incidental to or related to those activities or businesses; to acquire and hold stock in any corporation, to engage in joint ventures and partnerships, as a limited or general partner; and to acquire, own, hold, manage, mortgage, improve, lease, sell, exchange, transfer, and otherwise deal with real, personal, and intangible property; and to engage in the transaction of any or all lawful businesses for which corporations may be incorporated pursuant to Chapter 607 of the FLORIDA STATUTES and possess all the powers and rights granted under that Chapter.

IV

The total authorized capital stock of this corporation shall be One Thousand shares of capital stock of the par value of One Dollar (\$1.00) which shall be designated "Common Shares".

All such stock shall be issued, fully paid and non-assessable, at and for such consideration, whether the same be cash, services rendered, or other wise, and upon such terms and conditions as may be fixed by the Board of Directors of this Corporation.

V

The Post Office address of the principal office of the Corporation shall be:

7001 38th Avenue North
St. Petersburg, Florida 33710

VI

The initial resident agent for service of process and his Post Office address is:

Richard S. Agster, Esq.
3602 West Euclid Avenue
Tampa, Florida 33629

The initial Board of Directors and Officers shall consist of Two (2) persons whose names and title and Post Office addresses are:

BRENDA S. HARDING
President and Director
4419 Bay Avenue
Tampa, Florida 33616

ALEX GONZALEZ
Secretary/Treasurer and Director
14507 Sassandra Drive
Odessa, Florida 33556

The number of Directors of the Corporation shall be fixed by the By-Laws.

VII

The name and Post Office addresses of the Incorporators of this Corporation are:

BRENDA S. HARDING
4419 Bay Avenue
Tampa, Florida 33616

ALEX GONZALEZ
14507 Sassandra Drive
Odessa , Florida 33556

VIII

In furtherance and not in limitation of the powers conferred by the FLORIDA STATUTES, the Board of Directors of this Corporation are expressly authorized to make, amend, and rescind the By-Laws of this Corporation; to fix the amount reserved from capital of the Corporation as working capital; to authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation for the purpose of furnishing security for its indebtedness, or for any other purpose, and from time to time determine whether and to what extent, at what time and place, and under what conditions and regulations the accounts and books of this Corporation other than the stock Ledger, shall be open to the inspection of Stockholders, and no Stockholder shall have any right to inspect any account or book or document of this Corporation except as conferred by STATUTE, or otherwise, by the Directors, or by resolution of both Stockholders and Directors.

The Directors shall have power, if the By-Laws so provide, to hold their meetings either within or without the State of Florida; to have one or more offices in addition to the principal office in Florida; and to keep books of this Corporation, subject to the provisions of the FLORIDA STATUTES outside the State of Florida, at such places as may from time to time be designated by them.

The Corporation may, in its By-Laws, confer additional powers to the foregoing powers upon the Directors, in addition to the powers and authorities expressly conferred upon them by the FLORIDA STATUTES.

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by the STATUTE, and all rights conferred on Stockholders herein are granted subject to its reservations.

The undersigned hereby make, subscribe, acknowledge and file these Articles of Incorporation this 9th day of November, 2000.

Brenda S. Harding

BRENDA S. HARDING

Alex Gonzalez

ALEX GONZALEZ

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I hereby certify that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, BRENDA S. HARDING, and ALEX GONZALEZ, who are personally known to me, who have produced Florida Drivers' Licenses, # H635-062-51-884-0 and G524-000-45-303-0, as identification and who have taken an oath, who executed the foregoing ARTICLES OF INCORPORATION as Incorporators and who acknowledged before me that they executed the same freely and voluntarily for the purpose of incorporating BRENDA'S CARE HOME, INC. as a Corporation under the Laws of the State of Florida.

WITNESS my hand and official seal at Tampa, Florida this 9 day of November, A.D., Two Thousand (2000).

Richard S. Agster

Notary Public State of Florida at Large



Richard S. Agster
MY COMMISSION # CC700426 EXPIRES
December 12, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE

Having been named to accept service of process for the above named corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the law relative to the duties involved of the office.

Richard S. Agster

RICHARD S. AGSTER

FILED
00 NOV 14 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA