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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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***78.75 ***78.75

January 5, 2001

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Gentlemen:

I have enclosed the Certificate of Incorporation for BONITO HOGAR ALF, INC., together with check # 74216989 in the amount of \$ 78.75.

If you have any questions regarding the above mentioned, please feel free to call 305-278-1785.

Carlos Navas
16100 SW 101 Ave
Miami, FL 33157

Sincerely,


Carlos Navas

Enc. Certificate of Incorporation
Check # 74216989

CERTIFICATE OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a Corporation under the Laws of the State of Florida, under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit, generally, and hereby make, subscribe, acknowledge and file this Certificate for the purpose of becoming a Corporation under the Laws of the State of Florida.

ARTICLE I

NAME OF THE CORPORATION

The name of this Corporation shall be BONITO HOGAR ALF, INC.,

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is:
An Adult Living Facility (ALF) is a home for the aged which provides housing, food services and one or more personal services for four or more adults. Supervision of daily living activities, supervision of self-administered medication, etc.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of capital stock authorized to be issued by this Corporation shall be 100 shares, each having a par value of \$1.00 of said shares of

stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property, or in labor or services at a fair valuation to be fixed by the incorporator, or by the Board of Directors, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assessable.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business shall be Five Hundred Dollars (\$500.00).

ARTICLE V

TERM OF EXISTENCE

This Corporation shall be perpetual existence.

ARTICLE VI

PRINCIPLE OFFICE

The following shall be the street address and the principal office of this Corporation, but the Corporation shall have the power to move the principal office to any other address in the State of Florida, and to establish branch offices and other places of business at such other places within or without the State of Florida that may be deemed expedient: 16100 S.W. 101 AVENUE, MIAMI, FL. 33157.

ARTICLE VII

DIRECTORS

There shall be a Board of Directors for this Corporation which shall consist of 2 Persons. The number of Directors may be increased or diminished from time to time as determined by the By-Laws, but shall never be less than 1. Each of said Directors shall be of full age and at least one of them shall be a citizen of the United States. Any Director may be removed at any annual or special meeting of stockholders called in accordance with the By-Laws of the Corporation, by the same vote as that required to elect a Director.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The names and address of the first Board of Directors is as follows:

Name	Addresses	Office
Carlos Navas	16100 S.W. 101 Ave Miami, FL 33157	President
Maria J. Navas	16100 S.W. 101 Ave Miami, FL 33157	Vice President

The members of the first Board of Directors, unless otherwise provided by the By-Laws, shall hold office for the first year of the existence of the Corporation or until their successors are elected or appointed and have qualified.

ARTICLE IX

SUBSCRIBERS

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares of stock each agrees to purchase are:

Name	Addresses	No. of shares
Carlos Navas	16100 S.W. 101 Ave Miami, FL 33157	50 shares
Maria J. Navas	16100 S.W. 101 Ave Miami, FL 33157	50 shares

The private property of the stockholders shall not be subject to the payment of the Corporation's debt to any extent whatsoever.

ARTICLE X

CONFLICT OF INTEREST

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the officers of this Corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other Corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation or who is so interested may be counted in determining the

existence of a quorum at any such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such a Director of officer of such other Corporation or not so interested.

ARTICLE XI

AMENDMENT

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 Laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, WE, the undersigned, have executed these Articles of Incorporation for the uses and purposes stated therein this - 5 - day of January 2001

+ [Signature] -

+ maria navas

STATE OF FLORIDA:

SS:

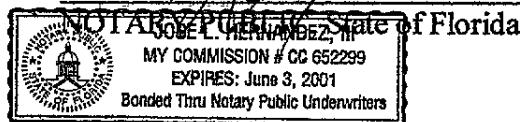
COUNTY OF DADE:

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared Carlos R. Navas & Maria J. Navas to me known to be the persons described as the subscribers in and who executed the foregoing Articles of Incorporation, and acknowledge before me that they subscribed to said Articles of Incorporation.

WITNESS my hand and official seal in the County and State above named, this

5th Day of January, 2001

My Commission Expires:



I, the undersigned authority, hereby certify that the foregoing is a true and correct copy of the instrument presented to me by Carlos & Maria Navas As the original of such instrument.

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

FILED
01 JAN 11 AM 9:33
CLERK OF STATE
TALLAHASSEE, FLORIDA

In pursuance to Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act:

First -- That BONITO HOGAR ALF, INC. qualified to do business under the
laws of the State of Florida with its principal office at 16100 S.W. 101 Ave., Miami,
County of DADE State of FLORIDA has appointed CARLOS NAVAS,
16100 S.W. 101 Ave. (Street address and number of building, Post Office Box address
not acceptable) City of MIAMI, County of DADE State of Florida, as its agent to
accept services of process within the state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated Corporation,
at place designated in this certificate, I hereby accept to act in this capacity, and agree to
comply with the provisions of said Act relative to keeping open said office.

BY: C. Navas. -
(Registered Agent)