

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO10000016747

Affordable Senior Housing, Inc.

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Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

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<input type="checkbox"/>	LTD Partnership File			
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<input type="checkbox"/>	Fictitious Name File			
<input type="checkbox"/>	Trade/Service Mark			
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<input type="checkbox"/>	Art. of Amend. File	DIVISION OF CORPORATION	01 FEB 14 AM 11:31	RECEIVED
<input type="checkbox"/>	RA Resignation			
<input type="checkbox"/>	Dissolution / Withdrawal			
<input type="checkbox"/>	Annual Report / Reinstatement			
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<input type="checkbox"/>	Certificate of Good Standing			
<input type="checkbox"/>	Certificate of Status			
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<input type="checkbox"/>	Corp Record Search			
<input type="checkbox"/>	Officer Search			
<input type="checkbox"/>	Fictitious Search			
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<input type="checkbox"/>	Vehicle Search			
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<input type="checkbox"/>	UCC 11 Search			
<input type="checkbox"/>	UCC 11 Retrieval			
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ARTICLES OF INCORPORATION
OF
AFFORDABLE SENIOR HOUSING, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, RICHARD H. TOURNELOT, an individual authorized to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the provisions of Chapter 607, Florida Statutes.

ARTICLE I - NAME

The name of this corporation is Affordable Senior Housing, Inc.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of the corporation is 1333 LaPaz Street, Pensacola, Florida 32506.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida and the laws of the United States.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue five hundred (500) shares of \$1.00 par value common stock.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - RESTRICTIONS ON TRANSFER OF STOCK

Unless waived by written agreement between this corporation and its shareholder(s), shares held by persons receiving shares in the initial issue of stock in this corporation may not be resold to other persons unless such shares are first offered to this corporation, and, if not so purchased, then to the other shareholders, if any, at the price and terms identical to the proposed sale to a third person. The restrictions contained in this Article VI may be modified by a separate written agreement among the corporation and the shareholders receiving shares in the initial issuance of stock of the corporation.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation shall be 417 E. Virginia Street, Tallahassee, Florida 32301, and the name of the initial registered agent of this corporation at that address is Capital Connection, Inc.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws of the corporation, but shall never be less than one (1). The name and address of the initial director of this corporation are:

Richard H. Tourtelot
196 Technology Drive, Suite D
Irvine, California 92618.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles are:

Richard H. Tourtelot
196 Technology Drive, Suite D
Irvine, California 92618.

ARTICLE X - COMMENCEMENT OF CORPORATE EXISTENCE

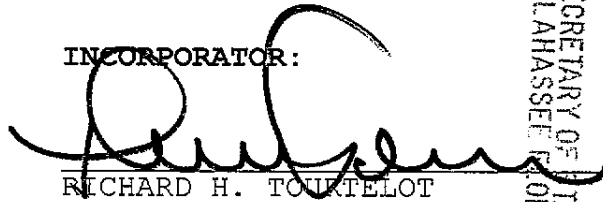
The date for commencement of this corporation's existence shall be the date these Articles are filed with the Secretary of State.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 31st day of JANUARY, 2001.

INCORPORATOR:


RICHARD H. TOURTELOT

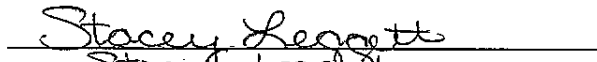
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of Affordable Senior Housing, Inc. Further, I am familiar with and accept the duties and obligations of such designation.

CAPITAL CONNECTION, INC.


Stacey Leggett
[Print Name]

Date: February 14, 2001