

KEITH A. RINGELSPAUGH, P.A.
ATTORNEY AT LAW

Keith A. Ringelspaugh, Esq.
"Board Certified-Real Estate Law"
Admitted in Florida and Colorado

3347 49th Street North
St. Petersburg, Florida 33710

Telephone
(727) 525-1958
FAX (727) 522-4059

April 09, 2001

Secretary of State
Corporate Division
P. O. Box 632
Tallahassee, FL 32304

900004078259--2
-04/25/01--01093--008
*****78.75 *****78.75

Re: Country Inn, Inc.

Dear Sir:

Enclosed please find my check to your order in the sum of \$78.75 along with the original and one copy of Articles of Incorporation of the above-named new Florida Corporation.

Said check covers the filing fee (\$70) and one certified copy of the Article of Incorporation (8.75).

Please file the enclosed Articles of Incorporation with your office at your earliest opportunity.

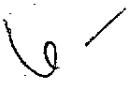
Sincerely,



KEITH A. RINGELSPAUGH

FILED
01 APR 25 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH APR 26 2001



ARTICLES OF INCORPORATION
OF
COUNTRY INN, INC.

The undersigned, subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation shall be COUNTRY INN, INC.

ARTICLE II
TERM OF EXISTENCE

The duration of the corporation is perpetual.

ARTICLE III
NATURE OF BUSINESS

The general purposes for which the corporation is organized are:

1. To engage in the business of operating an adult living facility.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class and shall have a par value of \$5.00.

FILED
01 APR 25 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
ADDRESS

The street address of the initial registered office and the principal address of the corporation is 7600 78th Ave. North, Pinellas Park, FL 33781 and the initial registered agent is John O'Sullivan.

ARTICLE VI
DIRECTOR

The number of directors constituting the initial Board of Directors of the corporation is one (1).

The names and addresses of the persons who are to serve as members of the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Dale A. Hemmingmore	4201 No. Division St. Spokane, WA 99207

ARTICLE VII
INCORPORATORS

The name and address of the incorporators are:

<u>Name</u>	<u>Address</u>
Dale A. Hemmingmore	4201 No. Division St. Spokane, WA 99207

ARTICLE VIII
PREEMPTIVE RIGHTS

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

1. Any stock of any class 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 any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof, or

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

ARTICLE IX DIRECTORS INSURANCE AGAINST PROFESSIONAL LIABILITY

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have authority to indemnify him or her against such liability under the provisions of these articles or under law.

ARTICLE X STOCK TRANSFERS CORPORATION'S RIGHT OF FIRST REFUSAL

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of 30 days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his shares as he may see fit.

On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder on the terms set forth above, and this provision shall be binding on the executor, administrator or personal representative of each shareholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend; "THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED BY THE ARTICLES OF INCORPORATION

OF THE CORPORATION. A COPY OF SUCH ARTICLES IS ON FILE AT THE PRINCIPAL OFFICE OF THE CORPORATION."

EXECUTED by the undersigned at St. Petersburg, Florida on this 23rd day of April, 2001.



Dale A. Hemmingmore

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, Dale A. Hemmingmore, to me well known to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed and who has been identified to me by the following form of identification:

Washington State Driver's Lic.

WITNESS my hand and official seal at St. Petersburg, Florida on this 23rd day of April, 2001.



Notary Public

My Commission Expires:



Keith A. Ringelspagh
MY COMMISSION # CC886817 EXPIRES
February 18, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

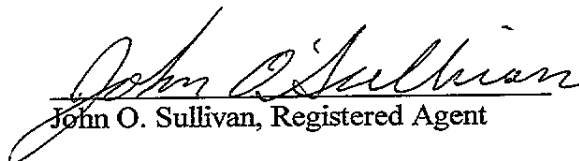
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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

That BUDGET KITCHENS, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at the City of St. Petersburg, County of Pinellas, State of Florida, has named John O. Sullivan, 7600 78th Ave. North, Pinellas Park, FL 33781, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation, at the 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.


John O. Sullivan, Registered Agent

01 APR 25 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED