

PO10000 64266

TVENTAS USA, INC.

11300 NW 131 Street
Miami, FL 33178
Ph: 305-884-3700 - Fax: 305-883-0500

June 22, 2001

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

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32399

Dear Sirs,

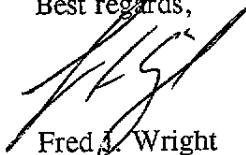
Attached please find the following documents:

1. Certified Articles of Incorporation of TVentas USA, Inc.
2. Registered Agent Designation Document
3. Check for US\$78.75 for filing fees

EFFECTIVE DATE
06-22-01

Should you need further information, please contact me at your earliest convenience
at phone: 305-884-3700 X 224

Best regards,


Fred J. Wright

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
TVENTAS USA, INC.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I – Name

The name of the corporation is **Tventas USA, Inc.**

ARTICLE II – Duration

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved sooner according to law.

ARTICLE III – Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV – Stated Capital

The corporation is authorized to issue **One Thousand** shares of **One Dollar (\$1.00)** par value common stock.

Each outstanding share, regardless of class, shall be entitled to vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefore has been paid. Thereafter, such shares shall be deemed to be fully paid and non assessable.

ARTICLE V – Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

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SECRETARY OF STATE
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Any and all the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised and performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have FOUR (4) directors initially. The number of directors may hereafter be increased or decreased from time to time in accordance with the By-laws of the corporation.

The name and street address of the initial Directors shall be:

<u>NAME</u>	<u>ADDRESS</u>
Fred J. Wright	11300 NW 131 Street, Miami FL 33178
Saadin Solah	Juan de Ascaray 355, Quito, Ecuador, South America
Maria J. Wright	11300 NW 131 Street, Miami FL 33178
Samia Solah	Juan de Ascaray 355, Quito, Ecuador, South America

ARTICLE VII – By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any By-Laws adopted by the shareholders if the shareholders provide that such By-Laws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE VIII – Amendment

The 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 shareholders is subject to this reservation.

ARTICLE IX – Incorporator

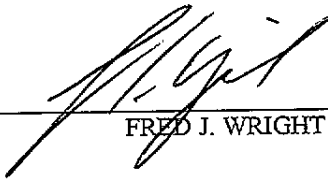
The name and address of the subscribers to these articles of incorporation

<u>NAME</u>	<u>ADDRESS</u>
Fred J. Wright	11300 NW 131 Street, Miami FL 33178

ARTICLE X – Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 11300 NW 131 Street, Miami FL 33178 and the name of the initial registered agent at that address is Fred J. Wright

IN WITNESS WHEREOF, the undersigned, as incorporator do hereby execute these Articles of Incorporation this 22 day of June, 2001

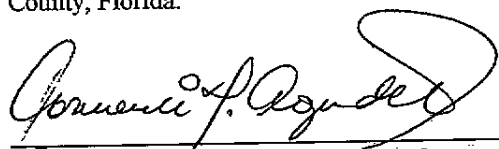


FRED J. WRIGHT (SEAL)

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

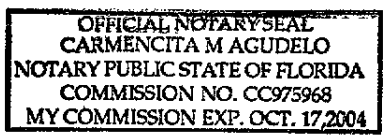
BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared FRED J. WRIGHT known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 22 day of June, 2001 at Miami, Dade County, Florida.



Carmencita M. Agudelo
(SEAL)

NOTARY PUBLIC, State of Florida
At Large



My commission expires: October 17, 2004

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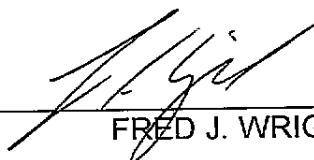
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST-THAT TVENTAS USA, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED FRED J. WRIGHT LOCATED AT 11300 NW 131 Street, Miami FL 33178 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE



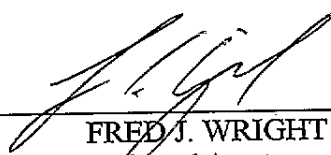
FRED J. WRIGHT

TITLE: Director

DATE: June 22, 2001

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN "THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE



FRED J. WRIGHT
Registered Agent

DATE: June 22, 2001