

PO1000068178

**PHILLIPS, EISINGER, KOSS,
ROTHSTEIN & ROSENFELDT, P.A.**
Attorneys at Law

Presidential Circle, Suite 265-S
4000 Hollywood Boulevard
Hollywood, Florida 33021

Telephone: (954)894-8000
Facsimile: (954)894-8015
email: deisinger@peplawyers.com

July 6, 2001

VIA FIRST CLASS MAIL

Division of Corporations
Bureau of Corporate Records
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

700004465237--1
-07/09/01--01113--001
*****78.75 *****78.75

RE: Jewish Senior Living of Palm Beach, Inc.

Gentlemen:

Enclosed herewith please find an original and one copy of the above-referenced Articles of Incorporation, along with our check #7884 in the amount of \$78.75, made payable to the Secretary of State, representing the following:

Filing Fee	\$35.00
Certified Copy	8.75
Registered Agent Filing Fee	<u>35.00</u>
TOTAL:	\$78.75

These Articles need to be filed immediately, and the certified copy returned to the undersigned in the stamped, self-addressed return envelope enclosed for your convenience. Thank you in advance for your prompt attention to this matter.

Very truly yours,

DENNIS J. EISINGER
For the Firm

DJE:jcg
Enclosures

T. SMITH JUL 11 2001

5✓

ARTICLES OF INCORPORATION
OF
JEWISH SENIOR LIVING OF PALM BEACH, INC.

FILED
01 JUL -9 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation shall be:

JEWISH SENIOR LIVING OF PALM BEACH, INC.

ARTICLE II
DURATION

This corporation shall commence its existence upon the filing of these Articles and the duration of this corporation is perpetual.

ARTICLE III
PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VI
PRINCIPAL OFFICE OF BUSINESS

The principal place of business of this corporation is: 1300 Park of Commerce Boulevard, Suite 272, Delray Beach, Florida 33445.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4000 Hollywood Boulevard, Suite 265-S, Hollywood, Florida 33021, and the name of the initial registered agent is Dennis J. Eisinger.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) Directors initially. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than three (3). The names and addresses of the Directors are:

Mark Gerstle
19495 Biscayne Boulevard
Suite 705
Aventura, FL 33180

David Milner, M.D.
1100 N.W. 95th Avenue
Plantation, FL 33322

Judy Roher
8100 S.W. 24th Street
Suite 106
North Lauderdale, FL 33068

Jane B. Sumen
11 Ridge Boulevard
Ocean Ridge, FL 33435

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles as Incorporator is Dennis J. Eisinger, 4000 Hollywood Boulevard, Suite 265-S, Hollywood, Florida 33021. The Incorporator shall not be liable, in any form or fashion, for any acts or omissions of the Corporation.

ARTICLE X
BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI
AMENDMENTS

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 6th day of July, 2001.

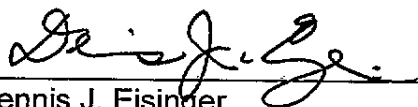


DENNIS J. EISINGER, Incorporator

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 6th DAY OF JULY, 2001.

By: 
Dennis J. Eisinger

FILED
01 JUL -9 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA