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FILED

02 JAN -4 AM 8:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
01-02-02

Via Federal Express

January 2, 2002

Secretary of State
Divisions of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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*****87.50 *****87.50

RE: Gazit Senior Care, Inc.
Gazit Group USA, Inc.

Dear Sir or Madam:

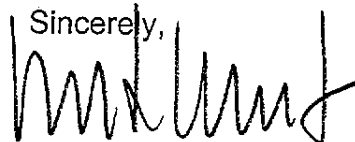
Enclosed please find the following:

1. Articles of Incorporation of Gazit Group USA, Inc. together with a check payable to the Secretary of State in the sum of \$87.50 representing the filing fee of \$35.00, registered agent fee of \$35.00 and (2) certified copies of the Articles.
2. Articles of Incorporation of Gazit Senior Care, Inc. together with a check payable to the Secretary of State in the sum of \$87.50 representing the filing fee of \$35.00, registered agent fee of \$35.00 and (2) certified copies of the Articles.

Also enclosed is Federal Express air bill so that the certified copies maybe returned to me.

If you have any questions or comments, please do not hesitate to contact me.

Sincerely,



ALAN J. MARCUS

AJM/ap
Encl.

ARTICLES OF INCORPORATION

OF

GAZIT SENIOR CARE, INC.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I - NAME OF CORPORATION

**EFFECTIVE DATE
01-02-02**

The name of the corporation shall be **GAZIT SENIOR CARE, INC.**

ARTICLE II - CORPORATE ADDRESS

The principal office of the corporation and mailing address is c/o ALAN J. MARCUS, ESQUIRE, 20803 Biscayne Blvd. Suite 301, Aventura, FL 33180.

ARTICLE III - BEGINNING OF CORPORATE EXISTENCE

The existence of this corporation shall commence on the 2nd day of January, 2002; provided that if such day be authorized under law, then on the earliest day allowable pursuant to Florida law for commencement of corporate existence.

The existence of this corporation shall be perpetual.

ARTICLE IV - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
1000	None	Common

ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for each cash or 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 (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this corporation and the name of the initial registered agent of this Corporation at such address are as follows:

<u>REGISTERED AGENT</u>	<u>STREET ADDRESS OF REGISTERED AGENT</u>
ALAN J. MARCUS	20803 Biscayne Blvd. Suite 301 Aventura, Florida 33180

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be

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

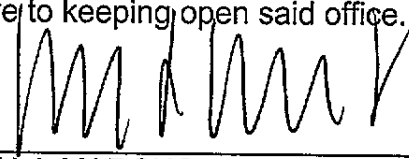
GAZIT SENIOR CARE, INC.

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

First - that **GAZIT SENIOR CARE, INC.**

desiring to organize under the law of the State of Florida, with its principal office as indicated in the Articles of Incorporation at c/o Alan J. Marcus 20803 Biscayne Blvd. Suite 301 Aventura, FL 33180, appoints the undersigned as its agent to accept service of Process within this State.

Having been named to accept Service of Process for the above stated Corporation at the place designated in this Certificate, I am hereby familiar with and accept the duties and responsibilities as Registered Agent for said corporation and to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


ALAN J. MARCUS

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