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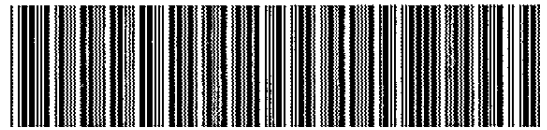
(Business Entity Name)

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FILED
NOV 19 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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November 18, 2002

LYNN C. WASHINGTON
305-789-7798

Internet
Address: lwashington@hklaw.com

VIA FEDERAL EXPRESS

Ms. Donna Graves
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Ward Towers Assisted Living, Inc. (the "Corporation")

Dear Ms. Graves:

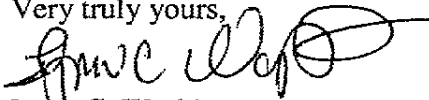
Pursuant to your conversation with my assistant, Michelle Baserva, of this date, enclosed please find the Articles of Incorporation for the subject entity along with a check made payable to the Florida Department of State in the amount of \$78.75 to include a Certificate of Status for such filing.

As discussed, the officers and directors of the Corporation will include the officers and directors of MDHA Development Corporation, a Florida non-profit corporation and the managing member of Ward Towers Assisted Living, LLC, a Florida limited liability company. Ward Towers Assisted Living, LLC and Ward Towers Assisted Living, Inc. are related entities.

Upon filing the enclosed Articles, please return the confirmation of such filing to me in the enclosed, self-addressed federal express envelope provided for your convenience.

Thank you in advance for your assistance in this matter.

Very truly yours,


Lynn C. Washington

Enclosures

FILED
02 NOV 19 AM 9:30
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WARD TOWERS ASSISTED LIVING, INC.
A FLORIDA CORPORATION

FILED
02 NOV 19 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of **WARD TOWERS ASSISTED LIVING, INC.**, a Florida corporation, under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is **WARD TOWERS ASSISTED LIVING, INC.**

ARTICLE II. ADDRESS

The mailing address and principal office address of the corporation is:

3000 N.W. 32 Avenue
Miami, Florida 33142

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence at 12:01 A.M. on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 701 Brickell Avenue, Suite 3000, Miami, FL 33131 and the name of the corporation's initial registered agent at that address is Lynn C. Washington.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have at least one director. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
Lynn C. Washington	701 Brickell Avenue, Suite 3100 Miami, Florida 33131

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

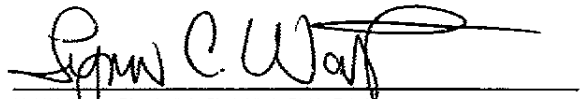
ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 18th day of November, 2002.


LYNN C. WASHINGTON
Incorporator

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

FILED
02 NOV 19 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That **WARD TOWERS ASSISTED LIVING, INC.**, a Florida corporation, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 701 Brickell Avenue, Suite 3000, Miami, FL 33131 has named Lynn C. Washington as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

November 18, 2002
Date


LYNN C. WASHINGTON
Registered Agent