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(Requestor's Name)

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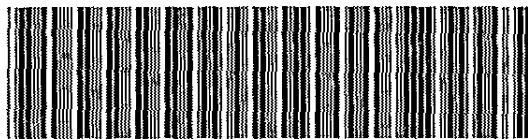
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: ALWAYS CARE ALF, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: ELZBIETA ARCISZEWSKI
Name (printed or typed)

1212 BELCHER ROAD
Address

PALM HARBOR, FL 34683
City, State & Zip

(727) 215-9895
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
ALWAYS CARE ALF, INC.

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida State, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is ALWAYS CARE ALF, INC..

ARTICLE II
INITIAL PRINCIPAL OFFICE

The mailing address of the corporation's initial principal office is:

POST OFFICE BOX 5647
CLEARWATER, FL 33758-5647

ARTICLE III
SHARES

The total number of shares which the corporation shall have authority to issue is 1,000 shares with a par value of \$1.00 per share.

Initials: EA

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

WACLAW WIECKOWSKI
1707 AZALEA COURT, UNIT B
PINELLAS County
Oldsmar, FL 34677-2700

**ARTICLE V
PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

**ARTICLE VI
DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

ELZBIETA ARCISZEWSKI
1212 BELCHER ROAD
PALM HARBOR, FL 34683

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

**ARTICLE VII
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

**ARTICLE VIII
OTHER PROVISIONS**

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.


Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be

delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

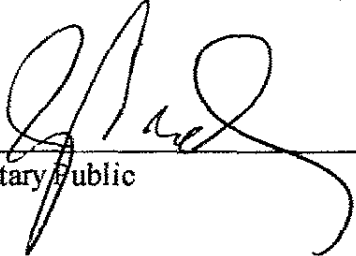

ELZBIETA ARCISZEWSKI, Incorporator
1212 BELCHER ROAD
PALM HARBOR, FL 34683

NOTARY PUBLIC - STATE OF FLORIDA
WACLAW WIECKOWSKI
COMMISSION # CC#46992
EXPIRES 7/19/2003
BONDED THRU ASA 1-888-NOTARY1

STATE OF FLORIDA, County of Pinellas, ss:

Subscribed and sworn to (or affirmed) before me this 19th day of November, 2002.

NOTARY PUBLIC - STATE OF FLORIDA
WACLAW WIECKOWSKI
COMMISSION # CC846982
EXPIRES 7/19/2003
BONDED THRU ABA 1-888-NOTARY1



Notary Public

Initials: EA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: ALWAYS CARE ALF, INC.

2. The name and address of the registered agent and office is:

WACLAW WIECKOWSKI
(NAME)


1707 AZALEA COURT, UNIT B
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

OLDSMAR, FL 34677-2700
(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(SIGNATURE)

NOVEMBER 19, 2002
(DATE)