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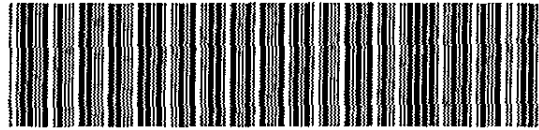
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**Tools for Change
Black Economic Development Coalition, Inc.
6015 N.W. 7th Avenue
Miami, FL 33127
305/751-8934**

February 13, 2003

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed please find an original and a copy of the Articles of Incorporation, and Certificate Designating Places of Business, and a check or money order for filing fees for the following:

Company name	CK/MO#	Amount
GARY'S ADULT LIVING FACILITY, INC.	6000177	\$78.75

Please file both the Articles and certificates for the Designation for the corporation and return a certified copy of each document to the following address:

Nicole S. Dandridge, Esq.
Tools for Change
Black Economic Development Coalition, Inc.
6015 NW 7th Ave.
Miami, FL 33127

Please feel free to contact me with any further questions.

Sincerely,


Nicole S. Dandridge, Esq.
Staff Attorney

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
GARY'S ADULT LIVING FACILITY, INC.

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLES I: NAME OF THE CORPORATION

The name of the corporation is **GARY'S ADULT LIVING FACILITY, INC.**

hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of the Corporation is **3361 N.W. 208th Terrace, Miami, FL 33056.**

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration

as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is **3361 N.W. 208th Terrace, Miami, FL 33056**; and the registered agent at that office is **TORRANCE GARY**.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have three (3) director(s) constituting the initial Board of Directors. The number of director(s) may be increased or decreased from time to time by the bylaws.

The initial Board of Director(s) of the Corporation shall be comprised of:

**TORRANCE GARY
3361 N.W. 208th Terrace
Miami, FL 33056**

**ANN GARY
3361 N.W. 208th Terrace
Miami, FL 33056**

**TERRY SCOTT
3361 N.W. 208th Terrace
Miami, FL 33056**

ARTICLE IX: INCORPORATOR

The incorporators of the Corporation are as follows:

**TORRANCE GARY
3361 N.W. 208th Terrace
Miami, FL 33056**

IN WITNESS WHEREOF, I, **TORRANCE GARY** the undersigned incorporator, have signed these Articles of Incorporation on this 11TH day of FEB, 2003, and acknowledged the same to be my act.



TORRANCE GARY

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

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That **GARY'S ADULT LIVING FACILITY, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of MIAMI, County of DADE, State of Florida, has named **TORRANCE GARY**, at **3361 N.W. 208TH Terrace**, in the City of MIAMI, County of DADE, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

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.

BY: _____

TORRANCE GARY

DATE: _____

Feb. 11th

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TALLAHASSEE FLORIDA