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05/05/04--01059--008 **78.75

EFFECTIVE DATE
5-4-04

FILED
04 MAY -5 PM 3:47
CLERK OF COURT
STATE
FLORIDA

LAW OFFICES
SCHMIDT, PHETERSON & BLEAU

400 SOUTH DIXIE HIGHWAY

THE ARBOR • SUITE 420

BOCA RATON, FLORIDA 33432-6024

PETER H. SCHMIDT
I. JEFFREY PHETERSON
DENISE J. BLEAU
DANIEL C. HARRIS
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May 4, 2004

UPS NEXT DAY AIR

TRACKING NUMBER: 1Z 5AV 507 01 9317 2760

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

Re: METAMORPHOSIS ASSISTED LIVING, INC.

Gentlemen:

Enclosed are TWO (2) duplicate originals of the Articles of Incorporation for Metamorphosis Assisted Living, Inc. Please file the Articles of Incorporation, and return ONE (1) certified copy to me.

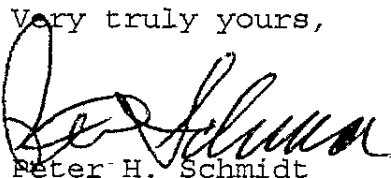
Also enclosed is a \$78.75 check, payable to the Secretary of State, for the payment of the following costs and fees:

Filing Fee	\$35.00
Certified copy	8.75
Registered Agent Fee	<u>35.00</u>

TOTAL	<u>\$78.75</u>
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Thank you for your assistance in this matter.

Very truly yours,



Peter H. Schmidt

PHS/kas
Enclosures

ARTICLES OF INCORPORATION
OF
METAMORPHOSIS ASSISTED LIVING, INC.

ARTICLE I
NAME

EFFECTIVE DATE

5-4-04

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of the Corporation is METAMORPHOSIS ASSISTED LIVING, INC.

ARTICLE II
PURPOSE

The Corporation is organized for the purpose of conducting, carrying on, and transacting, any and all lawful activity, or business, permitted under the laws of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares that the Corporation is authorized to have outstanding at any time is FIVE THOUSAND (5,000) shares of common stock which shall have a par value of ONE AND NO/100 DOLLARS (\$1.00) per share.

The common stock of the Corporation shall have the following characteristics:

A. At all meetings of the shareholders, the common shareholders shall be entitled to cast ONE (1) vote for each share of common stock owned. That a common shareholder is interested in a matter to be voted upon shall not disqualify the shareholder from voting thereon; and

B. Except otherwise as provided by law, the entire voting power for the election of Directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE IV
TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing as of May 4, 2004.

ARTICLE V
PRINCIPAL OFFICE

The address of the initial principal office of the Corporation in the State of Florida is 7288 Nautica Way, Lake Worth, Florida 33467. The Board of Directors, from time to time, may change the, street address, and post office address, of the Corporation as well as the location of its principal office.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 400 South Dixie Highway, Suite 420, Boca Raton, Florida 33432, and the name of the registered agent of the Corporation at that address is PETER H. SCHMIDT.

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have TWO (2) Directors initially. The number of Directors either may be increased, or diminished, from time to time, by the Bylaws of the Corporation, but shall never be less than ONE (1). The names and addresses of the initial Directors of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL H. SMITH	7288 Nautica Way Lake Worth, Florida 33467
DARELYN FRANCO	931 Kokomo Key Lane Delray Beach, Florida 33483

ARTICLE VIII
AMENDMENT

This Corporation reserves the right to amend, or repeal, any provisions as set forth in these Articles of Incorporation, or any amendment hereto, in the manner as provided by law.

ARTICLE IX
INDEMNIFICATION

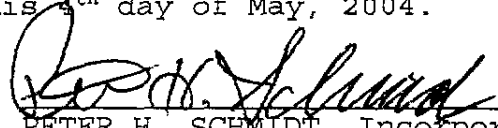
This Corporation may indemnify, and hold harmless, its officers, directors, employees, agents, other persons, and/or former officers, directors, employees, agents, or other persons, to the full and complete extent of its rights, and powers, to do so, as provided by the present, and future, laws of the State of Florida.

ARTICLE X
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as an Incorporator is:

PETER H. SCHMIDT
400 South Dixie Highway
Suite 420
Boca Raton, Florida 33432

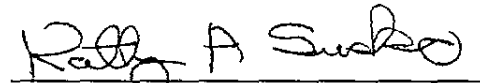
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 4th day of May, 2004.


PETER H. SCHMIDT, Incorporator

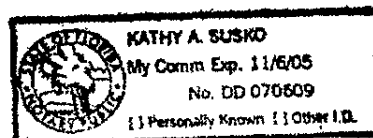
STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

Before me, a Notary Public authorized to take acknowledgments in the State and County hereinabove as set forth, personally appeared PETER H. SCHMIDT, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 4th day of May, 2004.


Name: KATHY A. SUSKO
Notary Public,
State of Florida at Large

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been designated to accept service of process for the above-named Corporation, at the place set forth hereinabove, the undersigned hereby accepts such designation and agrees to act in such capacity and to comply with all provisions of Section 48.091, Florida Statutes, relative to keeping said office open.


PETER H. SCHMIDT

FILED
04 MAY -5 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA