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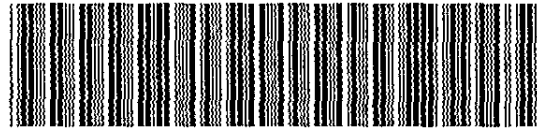
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**Joseph A. Murphy, III**

Attorney & Counselor  
516 Camden Avenue  
Stuart, Florida 34994

(772) 223-8600  
Fax (772) 283-2419

August 2, 2004

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

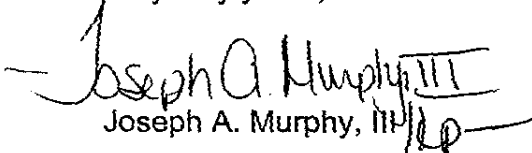
**Re: Incorporation  
HAPPY DAYS ASSISTED LIVING, INC.**

Dear Sir/Ms:

Please find enclosed the original and one (1) copy of the Articles of Incorporation for Happy Days Assisted Living, Inc. We have also enclosed the filing fee of \$87.50.

After filing please return a conformed copy to our office. Thank you in advance for your consideration in this matter.

Very truly yours,

  
Joseph A. Murphy, III

JAM/kp  
Enclosure (3)

**ARTICLES OF INCORPORATION**  
**OF**  
**HAPPY DAYS ASSISTED LIVING, INC.**

The undersigned, acting as incorporator for the purposes of forming a corporate business under the laws of the State of Florida, adopts the following Articles of Incorporation for such Corporation.

**ARTICLE ONE**

The name of the corporation is **HAPPY DAYS ASSISTED LIVING, INC..**

**ARTICLE TWO**

The principal office of the corporation, the mailing address for the corporation, the street address of the corporation's initial registered office is:

255 SW Aubudon Avenue  
Port St. Lucie, FL 34984

**ARTICLE THREE**

The name of the registered agent at the above address is:

Danielle Migliore  
255 SW Aubudon Avenue  
Port St. Lucie, FL 34984

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**ARTICLE FOUR**

The corporation is authorized to issue 500 shares of common stock at \$1.00 par value. Initially there shall be only one class of stock. All of said stock shall be payable in cash, real or personal property, or labor in lieu of cash, at fair market value.

**ARTICLE FIVE**

The corporation elects to have preemptive rights, so that the shareholders of the corporation have the right to acquire proportional amounts of the corporation's unissued shares upon the decision of the Board of Directors to issue them, such preemptive rights shall be granted on uniform terms and conditions prescribed by the Board of Directors.

**ARTICLE SIX**

The life of the corporation shall be perpetual unless otherwise amended at later date, and shall commence on the date of filing of these articles.

#### **ARTICLE SEVEN**

The corporation is in the business of operating an assisted living facility.

#### **ARTICLE EIGHT**

The corporation shall initially have two directors which number may be increased or decreased from time to time by majority vote of the shareholders, but which may never be less than two and at a maximum of three directors. The initial directors shall be:

Danielle Migliore  
255 SW Aubudon Avenue  
Port St. Lucie, FL 34984

Michael Migliore  
255 SW Aubudon Avenue  
Port St. Lucie, FL 34984

#### **ARTICLE NINE**

The name and address of the individual who is the incorporator:

Danielle Migliore  
255 SW Aubudon Avenue  
Port St. Lucie, FL 34984

#### **ARTICLE TEN**

The general officers and the names of the individuals who shall initially serve in such offices are as follows:

President	Danielle Migliore
Vice-President	Michael Migliore
Secretary	Danielle Migliore
Treasurer	Michael Migliore

#### **ARTICLE ELEVEN**

The name and post office address of the subscribers to these Articles of Incorporation, the number of shares they agree to take and value of the consideration to be paid therefore is as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Michael Migliore and Danielle Migliore	255 SW Aubudon Avenue Port St. Lucie, FL 34984	100	\$100.00

#### **ARTICLE TWELVE**

The By-Laws of the corporation shall be established at the first meeting of the Board of

Directors. They may be amended or rescinded by majority vote of the Board of Directors from time to time.

#### ARTICLE THIRTEEN

Meetings of the Shareholders, Board of Directors and Officers may be conducted, upon proper notice, by telephone or through facsimile machine should the officers, directors or shareholders be unable to attend meetings physically.

#### ARTICLE FOURTEEN

After incorporation, the corporation may adopt a plan agreeable to and consistent with Section 1244 of the Internal Revenue Code in connection with offering the stock of the corporation. Additionally, the corporation reserves the right to make an election as a Subchapter "S" corporation agreeable to the provisions of the U.S. Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2nd day of July 2004.  
August

*Danielle Migliore*  
DANIELLE MIGLIORE

#### STATE OF FLORIDA COUNTY OF MARTIN

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared **DANIELLE MIGLIORE** personally known to me to be the person who executed the foregoing Articles of Incorporation and who identified herself by Drivers License # M246-173-79-647-0, she acknowledged before me that she executed these Articles of Incorporation, and that they are true and correct.

SWORN to and subscribed before me on this 2nd day of July 2004.  
August

*Joseph A. Murphy III*  
Notary Public

My commission expires:



Joseph A. Murphy III  
My Commission DD150647  
Expires September 17 2006

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First -- That HAPPY DAYS ASSISTED LIVING, 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 Port St. Lucie, County of St. Lucie, State of Florida has named DANIELLE MIGLIORE, 255 SW AUBUDON AVENUE, PORT ST. LUCIE, FLORIDA 34984 being in the County of St. Lucie, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT;**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: *Danielle Migliore*  
**DANIELLE MIGLIORE**  
**Registered Agent**

Date: 8/2/04

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