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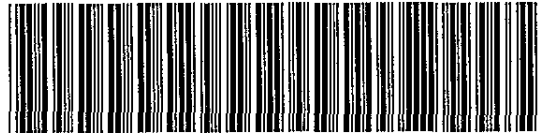
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J. Shivers MAR 31 2005

**LAW OFFICES
DAVID WALKER, P. A.**

2207 S. KANNER HWY.
POST OFFICE BOX 1829
STUART, FLORIDA 34995
TEL (772) 286-8686

March 23, 2005

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Filing Articles of Incorporation of Johanna's Assisted Living Facility, Inc.

Dear Madam/Sir:

Enclosed are the original and a copy of the Articles of Incorporation for the above-captioned proposed For Profit Florida Corporation.

Also, enclosed is a check in the amount of \$78.75 to cover the cost of the following:

1. \$70.00 filing fee; and
2. \$8.75 for a certified copy of the Articles.

Please file the Articles of Incorporation and forward a certified copy to my office in the enclosed self-addressed, stamped envelope.

Here's thanking you in advance for your anticipation cooperation.

Sincerely,

DAVID WALKER, P. A.

BY: 

David Walker, Esquire
For the Firm
DW:mhm
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
JOHANNA'S ASSISTED LIVING FACILITY, INC.

The undersigned incorporator of this corporation under the "Florida Business Corporation Act," as amended, adopts the following Articles of Incorporation.

ARTICLE I
Name of Corporation

The name of this Corporation is

JOHANNA'S ASSISTED LIVING FACILITY, INC.

ARTICLE II
General Purpose

This corporation is organized for the purpose of operating a holding company and for transacting any and all lawful business for which corporations may be incorporated under the "Florida Business Corporation Act."

ARTICLE III
General Powers and Duration

This corporation shall have perpetual duration and has the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, including without limitation power:

1. To sue and be sued, complain, and defend in its corporate name;
2. To have a corporate seal, which may be altered at will and to use it for a facsimile of it, by impressing or affixing it or in any other manner reproducing it;

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TALLAHASSEE, FLORIDA

3. To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;
4. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;
5. To lend money to, and to use its credit to assist, its officers and employees in accordance with F.S. Section 607.0833;
6. To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interest in, or obligations of, any other entity;
7. To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;

8. To lend money, invest and reinvest its funds and receive and hold real and personal property as security for repayment;
9. To conduct its business, locate offices, and exercise the powers granted by the "Florida Business Corporation Act" within or without this State;
10. To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit;
11. To make and amend bylaws, not inconsistent with these Articles of Incorporation or with the laws of this State, for managing the business and regulating the affairs of the corporation;
12. To make donations for the public welfare or for charitable, scientific, or educational purposes;
13. To transact any lawful business that will aid governmental policy;
14. To make payments or donations or do any other act both inconsistent with law that furthers the business and affairs of the corporation;
15. To pay pensions and establish plans, pension trust, profit sharing plans and benefits or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of its subsidiaries.
16. To provide insurance for its benefit on the life or any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and

17. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other entity.

ARTICLE IV Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding by any one time is 1,000 shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V Directors

The business of this corporation shall be managed by a Board of Directors. There shall be one (1) director initially. The number of directors may be increased, and after such increase, decreased from time to time by Bylaws adopted by the shareholders. In no event shall the number of directors be less than one (1).

The name and street address of the member of the first Board of Directors is:

Name
JoAnna Gilchrist

Address
719 Roselyn Avenue
Fort Pierce, Florida 34982

ARTICLE VI Incorporator

The name and street address of each person signing the Articles of Incorporation, as an Incorporator, is:

Name
JoAnna Gilchrist


Address
719 Roselyn Avenue
Fort Pierce, Florida 34982

ARTICLE VII
Date Corporate Existence Commences

The date when corporate existence for this corporation shall begin shall be upon filing of these Articles of Incorporation.

ARTICLE VIII
Registered Agent

The undersigned, an individual who resides in the State, whose business office is identical with the registered office of this corporation, does hereby state that he accepts appointment as Registered Agent for this corporation and is familiar with, and accepts, the obligations of this position.


JOANNA GILCHRIST
719 Roselyn Avenue
Fort Pierce, Florida 34982

ARTICLE IX
Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in and is hereby reserved to the shareholders. The Bylaws shall be adopted, altered, amended or repealed as provided therein.

ARTICLE X
Address

The initial mailing address of the principal office of this corporation in the State of Florida is:

719 Roselyn Avenue
Fort Pierce, Florida 34982

ARTICLE XI
Preemptive Rights

The corporation elects to have preemptive rights.

ARTICLE XII
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation this 23rd day of March, 2005.


JOANNA GILCHRIST

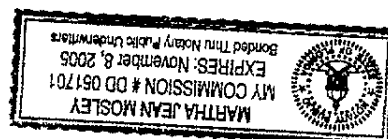
The foregoing instrument was acknowledged before me this 23rd day of March

2005, by JOANNA GILCHRIST, who is personally known to me, or ~~(x)~~ who has produced

 as identification and who did take oath.


Notary Public
State of Florida at Large

My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA