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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BOSWELL & DUNLAP LLP

ATTORNEYS AT LAW

Clarence A. Boswell
Dabney L. Conner
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Established 1900

245 South Central Avenue
P.O. Drawer 30
Bartow, Florida 33831
Phone: (863) 533-7117
Fax: (863) 533-7412

June 10, 2005

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, Florida 32314

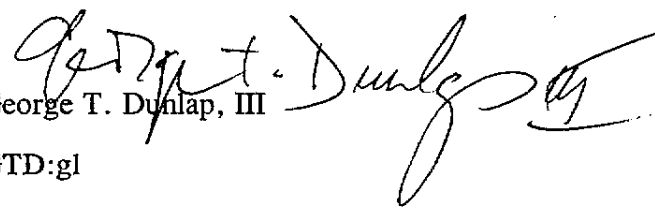
Re: Pretty Pond Manor, Inc.
Our File GTD-055315

Gentlemen:

Enclosed are the Articles of Incorporation and our firm's check in the amount of \$78.75 to cover the cost of filing and a certified copy, which please return to us as confirmation of the filing.

Thank you for your assistance with this matter.

Sincerely,


George T. Dunlap, III

GTD:gl

Enclosures

**ARTICLES OF INCORPORATION
OF
PRETTY POND MANOR, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation under Chapter 607 of the Statutes of the State of Florida.

**ARTICLE I.
Name**

The name of this corporation is: PRETTY POND MANOR, INC.

**ARTICLE II.
Purpose and Powers**

The Corporation is authorized to acquire and operate assisted living facilities and any and all other activities permitted by law.

**ARTICLE III.
Capital Stock**

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

**ARTICLE IV.
Initial Capital**

The amount of capital with which this Corporation will begin business is Five Hundred Dollars (\$500).

ARTICLE V.
Term of Existence

This Corporation is to exist perpetually.

ARTICLE VI.
Address

The mailing address of this Corporation and the street address of its initial principal office in the State of Florida is 189 Sunrise Hill Lane, Auburndale, Florida 33823-9496. The initial Registered Office of this Corporation is Boswell & Dunlap, LLP, 245 South Central Avenue, Bartow, Florida 33830, and the initial Registered Agent at said office is George T. Dunlap, III, Esquire. The Corporation shall have the power to move the office to another location in the State of Florida from time to time as may be determined by the Board of Directors.

ARTICLE VII.
Directors

The number of the directors comprising the Board of Directors of this Corporation shall be one (1), but the same may be changed from time to time by majority vote of the Board of Directors.

The name and street address of the member of the first Board of Directors of this Corporation, to serve until the first annual meeting, or until his successor is elected and has qualified, is as follows:

<u>Name</u>	<u>Address</u>
Marc J. Newquist	189 Sunrise Hill Lane Auburndale, FL 33823-9496

ARTICLE VIII.
Officers

The officers of this Corporation shall be a President, Secretary, Treasurer and such other officers as may be authorized by majority vote of the Board of Directors. The name and street

address of the officers of the Corporation to serve until the first annual meeting, or until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
Marc J. Newquist President, Secretary, and Treasurer	189 Sunrise Hill Lane Auburndale, FL 33823-9496

ARTICLE IX.
Incorporators

The name and address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Marc J. Newquist	189 Sunrise Hill Lane Auburndale, FL 33823-9496

ARTICLE X.
Subscribers to Stock

The name, address and number of shares of the subscriber to stock in this Corporation is as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Marc J. Newquist	189 Sunrise Hill Lane Auburndale, FL 33823-9496	500

ARTICLE XI.
Restraint on Alienation of Shares

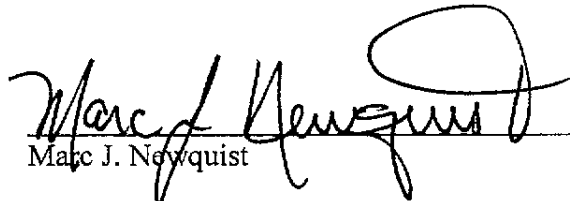
The Board of Directors of the Corporation shall have the power to include in the By-Laws, if ratified by a majority of the stockholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the Corporation by any of its stockholders, or in the event of the death of any of its stockholders. The

manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the Board of Directors.

ARTICLE XII.
Amendment

These Articles of Incorporation may be amended by majority vote of the Board of Directors in the manner provided by law. Every amendment shall be approved by majority vote of the stockholders.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereunto set his hand and seal this 10 day of June, 2005, for the purpose of forming this Corporation under the laws of the State of Florida, and hereby makes, subscribes, acknowledges and files in the office of the Secretary of State these Articles of Incorporation and certify that the facts contained herein are true.



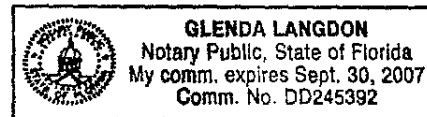
Marc J. Newquist
Incorporator

STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Marc J. Newquist, to me personally known to be the person described in as the subscriber, who executed the foregoing Articles of Incorporation and, being not sworn by me, acknowledged before me that he subscribed to these Articles of Incorporation as their voluntary act and deed, and that the facts set forth herein are true and correct.

WITNESS my hand and official seal in the County and State named above this 10th day of June, 2005.

Glenda Langdon
Notary Public



THIS INSTRUMENT PREPARED BY:
George T. Dunlap, III
Boswell & Dunlap LLP
245 South Central Avenue
Post Office Drawer 30
Bartow, Florida 33831

**Certificate Designating
Registered Office and Registered Agent**

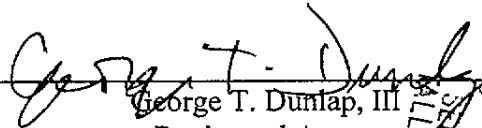
In pursuance of Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted in compliance with said provisions:

That PRETTY POND MANOR, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Auburndale, County of Polk, State of Florida, has designated Boswell & Dunlap LLP, 245 South Central Avenue, Bartow, Florida 33830, as its registered office, and George T. Dunlap, III, Esquire, as its registered agent at said office to accept service of process within this state.

ACKNOWLEDGMENT:

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

By


George T. Dunlap, III
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA