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EFFECTIVE DATE
10-1-05

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To:
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From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

FLORIDA PROFIT CORPORATION OR P.A.
BERNICE PRYCE ADULT LIVING FACILITY, INC.

05 OCT -4 AM 11:24
FLORIDA

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OFFICE OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BERNICE PRYCE ADULT LIVING FACILITY, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being natural persons, do hereby act as incorporators in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

EFFECTIVE DATE
10-1-05

ARTICLE I

The name of the corporation ("Corporation") is Bernice Pryce Adult Living Facility, Inc.

ARTICLE II

The existence of the corporation shall begin on October 1, 2005.

ARTICLE III

The street address of the principal office of the Corporation is 19723 Midway Boulevard, Port Charlotte, Florida 33948.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1000, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. The par value is \$1.00.

ARTICLE V

The initial street address of the Corporation's registered office is Glenn N. Siegel, P.A., 17825 Murdock Circle, Suite A, Port Charlotte, Florida 33948. The initial registered agent for the Corporation at that address is Glenn N. Siegel, P.A.

ARTICLE VI

The initial board of directors shall consist of one (1) member. The name and address of the person who will serve on the initial board of directors is:

NAME

ADDRESS

Bernice Pryce

19723 Midway Boulevard
Port Charlotte, FL 33948

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

The name and street address of the person signing these Articles of Incorporation is:

NAME

ADDRESS

Bernice Pryce

19723 Midway Boulevard
Port Charlotte, FL 33948

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 4th day of October, 2005.

Bernice Pryce
Bernice Pryce

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Bernice Pryce Adult Living Facility, Inc. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

[Signature]

Date: 10/4/05