

P94000008819

(Requestor's Name)

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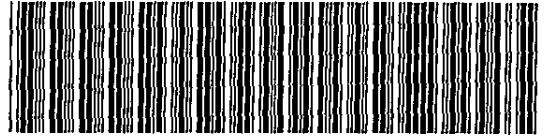
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
MASSACHUSETTS

Re Statute Art
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578 04

ROBERTO R. RUELO*

ATTORNEY AT LAW
16409 ASHWOOD DRIVE
TAMPA, FLORIDA 33624-1152

813/963-7648
FAX 813/963-7840

*ALSO ADMITTED IN ILLINOIS

January 14, 2003

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: The Dolphin House, Inc.

Sirs/Mesdames:

Enclosed for filing in duplicate are the Restated Articles of Incorporation of the above-named Florida not-for-profit corporation, together with a check for \$35.00 for filing fee. Should you need further information or document in connection with this filing, please let me know. Thank you.

Sincerely,



Roberto R. Ruelo

Enclosures

cc: Rosauro B. Balderama (w/ encls.)

RESTATED ARTICLES OF INCORPORATION

OF

THE DOLPHIN HOUSE, INC.

Pursuant to the provisions of Section 607.1007, Florida Statutes, the undersigned corporation, originally incorporated on January 26, 1994 (Document No. P94000008819), adopts the following Restated Articles of Incorporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: Restated Articles of Incorporation adopted:

PLEASE SEE EXHIBIT "A" ATTACHED HERETO AND BY REFERENCE MADE A PART HEREOF AS IF FULLY SET FORTH HEREIN.

SECOND: The date of adoption of the Restated Articles of Incorporation was: January 12, 2003.

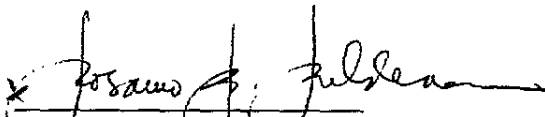
THIRD: Adoption of Restated Articles of Incorporation

The adoption of the Restated Articles of Incorporation requires shareholder approval and that the number of votes cast by the shareholders for the adoption of the Restated Articles of Incorporation was sufficient for approval.

FOURTH: There is no discrepancy between the corporation's articles of incorporation originally filed and the provisions of the restated articles of incorporation other than (a) adding the assisted living facility business to the Purposes, (b) increasing the par value of the shares, (c) adding provisions on Preemptive Rights, Restrictions on Transfer of Shares, and Indemnification, (d) changing the name and address of the registered agent, initial directors, incorporators, and shareholders, and (e) providing that the power to adopt or amend the bylaws shall be vested in the board of directors.

THE DOLPHIN HOUSE, INC.

By:


ROSAURO B. BALDERAMA
President

Dated: January 12, 2003

EXHIBIT "A"

RESTATED ARTICLES OF INCORPORATION
OF
THE DOLPHIN HOUSE, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be THE DOLPHIN HOUSE, INC.

ARTICLE II - PURPOSES

The purposes for which the corporation is organized is to engage in the business of assisted living facilities and/or to transact any or all lawful business for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III - AUTHORIZED SHARES

The number of shares which the corporation is authorized to issue is One Thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have a par value of One Thousand Dollars (\$1,000.00) per share.

ARTICLE IV - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights pursuant to Section 607.0630, Florida Statutes, as now or hereafter amended.

ARTICLE V - RESTRICTIONS ON TRANSFER OF SHARES

No issued shares of the corporation shall be sold, transferred, pledged, encumbered or in any other way disposed of to any person unless a prior opportunity to acquire such shares is offered to the other shareholders in accordance with any written agreement between the shareholders as to restrictions on transfer of shares.

ARTICLE VI - INDEMNIFICATION

The officers, directors, employees, and agents of the corporation shall be indemnified by the corporation in such cases as now or hereafter provided in

Section 607.0850, Florida Statutes.

ARTICLE VII - PRINCIPAL OFFICE;
REGISTERED AGENT AND ADDRESS

The principal office or mailing address of the corporation is 9682 134th Street North, Seminole, Florida 33776, or such office or address as the Board of Directors may, from time to time, determine. The street address of its registered agent is 9682 134th Street North, Seminole, Florida 33776, and the name of its registered agent at such address is ROSAURO B. BALDERAMA.

ARTICLE VIII - DIRECTORS; INCORPORATORS; SHAREHOLDERS

for these amended articles :
The corporation shall have two directors . The number of the directors may be increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the directors and incorporators are:

ROSAURO B. BALDERAMA	9682 134th Street North, Seminole, FL 33776
MARLY B. BALDERAMA	9682 134th Street North, Seminole, FL 33776

ARTICLE IX - BYLAWS

The power to adopt or amend the Bylaws shall be vested in the Board of Directors.

The undersigned has executed these Articles of Incorporation this 12th day of January, 2003.


ROSAURO B. BALDERAMA


MARLY B. BALDERAMA

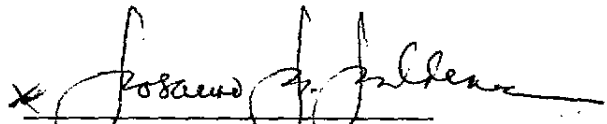
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida: The name of the corporation is THE DOLPHIN HOUSE, INC.; the name and address of the registered agent are ROSAURO B.

BALDERAMA of 9682 134th Street North, Seminole, Florida 33776.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: January 12, 2003.


ROSAURO B. BALDERAMA
Registered Agent