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LAW OFFICE OF
VALERIE P. FOOTE, P. A.

100 LIVE OAK AVENUE
DAYTONA BEACH, FL 32114

PERSONAL INJURY, WRONGFUL DEATH
CRIMINAL DEFENSE

TELEPHONE
404 257-4777

January 3, 1995

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

100001873921
-01/09/95--01078--006
****122.50 ****122.50

Re: Sunshine Manor South, Inc.

Gentlemen:

Enclosed please find original Articles of Incorporation, Certificate of Designating Place of Business or Domicile for the Service of Process within Florida, and my firm's check in the amount of \$122.50 which represents the requisite filing fee.

Kindly return the Certificate of Incorporation to me in the enclosed self-addressed stamped envelope that I have provided for your convenience. Many thanks for your attention.

Very truly yours,


Valerie P. Foote, P.A.

VPF:bf
Enclosures

FILED
95 JAN -9 PM 3:33
DIVISION OF STATE
TALLAHASSEE, FLORIDA

D. BROWN JAN 10 1995

ARTICLES OF INCORPORATION
OF
SUNSHINE MANOR SOUTH, INC.

FILED
95 JAN -9 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers, being natural persons competent to contract, heroby form a corporation under the laws of the State of Florida, and adopt the following Articles of Incorporation:

ARTICLE I -- NAME

The name of the corporation shall be Sunshine Manor South, Inc.

ARTICLE II -- PRINCIPAL PLACE OF BUSINESS

The initial principal place of business of this corporation in the State of Florida shall be 5620 Palm Avenue, Harbor Oaks, Florida. The Board of Directors from time to time may move the principal office to any other address in Florida.

ARTICLE III -- NATURE OF BUSINESS

The general purposes for which the corporation is organized are:

To operate as an adult congregate living facility .

To transact any lawful business for which corporations may be incorporated under the laws of Florida.

To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV -- CAPITAL STOCK

The maximum number of shares of common stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000), with a par value of One and 00/100 (\$1.00) Dollar.

ARTICLE V -- REGISTERED AGENT

The name of the initial registered agent of the corporation shall be Ella Jane Douglas. The street address of the initial registered office shall be 75 Rains Court, Ponce Inlet, Florida.

ARTICLE VI -- INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is One Hundred and 00/100 (\$100.00).

ARTICLE VII -- TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII -- DIRECTORS

This corporation shall initially have one Director(s). The names and street addresses of the initial members of the Board of Directors are:

<u>Name</u>	<u>Address</u>
Ella Jane Douglas	75 Rains Court Ponce Inlet, FL 32127

ARTICLE IX -- INCORPORATORS

The name and street address of each incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Ella Jane Douglas	75 Rains Court Ponce Inlet, FL 32127

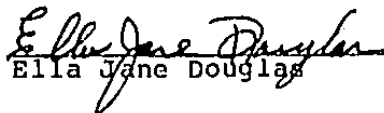
ARTICLE X -- AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XI -- PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash or any new stock of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others; which price, in the case of par value shares, may be in excess of par.

IN WITNESS WHEREOF, the undersigned subscribers executed these Articles of Incorporation this 4th day of January, 1995.

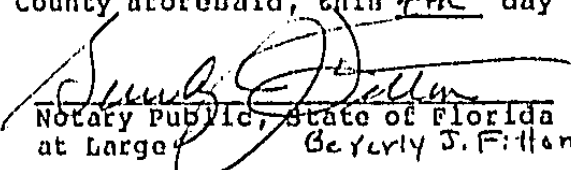

Ella Jane Douglas

STATE OF FLORIDA)
)
COUNTY OF VOLUSIA)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared ELLA JANE DOUGLAS, to me known to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before

me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have herunto set my hand and affixed my official seal, in the State and County aforesaid, this 4th day of January, 1995.


Notary Public, State of Florida
at Large Beverly J. Fitten

My commission expires:

BEVERLY J. FITTEN
COMMISSION NO. CC001607
NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXP. MAR. 9, 1995
BONDED THRU GENERAL INS. UND.

CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

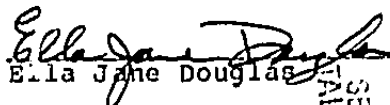
That Sunshine Manor South, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Ponce Inlet, State of Florida, has named Ella Jane Douglas, located at 75 Rains Court, Ponce Inlet, Florida, as its Agent to accept service of process within Florida.


Ella Jane Douglas

Title: President

Date: January 4, 1994

Having been named to accept service of process for the above state corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.


Ella Jane Douglas

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JAN -9 PM 3:33

FILED