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January 24, 1995

SECRETARY OF STATE
The Capitol
Tallahassee, Florida 32304
Attention: Corporation Division

600001332146
-01/30/95--01006--009
****122.50 ****122.50

RE: THE TENDER ROSE, INC.

Dear Sir:

I am enclosing the original and one (1) copy of the Articles of Incorporation for the above referenced corporation.

Also enclosed is a check for \$122.50 in payment of the following:

Filing Fee	\$35.00
One (1) Certified Copy	\$52.50
Registration of Registered Agent	\$35.00

Please certify the executed copy of the Articles of Incorporation and return it to me.

Thank you for your attention to this matter.

Very truly yours,


EDWARD T. CULBERTSON

ETC/as
Enclosures

DMC
2/2/95

FILED
95 JAN 27 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

THE TENDER ROSE, INC.

FILED

95 JAN 27 AM 9:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby subscribe to these Articles of Incorporation to form a corporation under the laws of the State of Florida.

I.

The name of the corporation is THE TENDER ROSE, INC.

II.

This corporation is organized for the purpose of renting, acquiring, owning, divesting, and operating single or multiple residential occupancy units, buildings, complexes, boarding homes, nursing homes, or adult congregate living facilities; for providing limited or comprehensive, supervised or unsupervised, living accommodations; for providing general living services, dispensing of medicines, food preparation and distribution; and for the purpose of the transaction of any or all lawful business for which corporations may be incorporated under Florida Statutes, Chapter 607.

III.

This corporation is authorized to issue 7500 shares of \$1.00 par value common stock. The subscription of said stock shall be paid for in lawful money of the United States of America, or in other property, exclusive of stock or securities. In the event that any such property exchanged for stock has no easily certifiable value, such valuation shall be fixed by the Board of Directors at the regular or special meeting called for that purpose. The corporation may from time to time increase its capital stock to any amount that may be from time to time authorized by law.

IV.

Every shareholder, upon the sale for cash or any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

V.

The mailing and street address of this corporation's principal office and of its initial registered office is 4803 58th Way, N., Kenneth City, Florida 33709, and the initial registered agent at that address is ROSANNE GRILLONE.

VI.

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Rosanne Grillone
4803 58th Way, N.
Kenneth City, Fl 33709

Carol Hodorovick
616 Rellim Drive
Old Bridge, N.J. 08857

Eileen Newe
1 C Aspen Mall
Old Bridge, N.J. 08857

VII.

The names and addresses of the persons signing these Articles are:

Rosanne Grillone
4803 58th Way, N.
Kenneth City, Fl 33709

Carol Hodorovick
616 Rellim Drive
Old Bridge, N.J. 08857

Eileen Newe
1 C Aspen Mall
Old Bridge, N.J. 08857

VIII.

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

IX.

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on the 24th day of January, 1995.

Rosanne Grillone Carol Hodorovick Eileen Newe
ROSANNE GRILLONE CAROL HODOROVICK EILEEN NEWE

Having been named as Registered Agent and to accept service of process for this corporation at the address designated above, 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.

Rosanne Grillone
ROSANNE GRILLONE

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, this day personally appeared ROSANNE GRILLONE, to me well known to be the individual described in and who executed the above and foregoing Articles of Incorporation of THE TENDER ROSE, INC., she acknowledged before me that she executed the Articles freely and voluntarily for the uses and purposes therein expressed, and she acknowledged before me that she subscribed her signature to the foregoing Articles of Incorporation as accepting the designation as Resident Agent for said corporation, freely and voluntarily.

WITNESS my hand and official seal at St. Petersburg, last mentioned County and State, this 24th day of January, 1995,



OFFICIAL SEAL
ARLENE S. SHAFER
My Commission Expires
April 29, 1997
Comm. No. CC 281572

Arlene S. Shaffer
Notary Public - State of Florida
My Commission expires:

STATE OF NEW JERSEY)
COUNTY OF MIDDLESEX)

BEFORE ME, the undersigned authority, this day personally appeared CAROL HODOROVICK and EILEEN NEWE, to me well known to be the individuals described in and who executed the above and foregoing Articles of Incorporation of THE TENDER ROSE, INC., they acknowledged before me that they executed the Articles freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at Old Bridge, last mentioned County and State, this 11th day of January, 1995.

Lois A. D'Errico
Notary Public - State of New Jersey
My Commission expires:

LOIS A. D'ERRICO
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES NOV. 30, 1995