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P95000022381



ACCOUNT NO. : 072100000012

REFERENCE : 562909 10270A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : March 20, 1995

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ORDER NO. : 562909

CUSTOMER NO: 10270A

CUSTOMER: Larry Dillahunty, Esq - 10270a
GREENE COX & DILLAHUNTY, P.A.

248 First Avenue, North

St. Petersburg, FL 33701

FILED
MAR 20 1995
TALLAHASSEE, FL

DOMESTIC FILING

P95000022381

NAME: SENIOR ASSISTED LIVING
SERVICES OF PINELLAS, INC.

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

FILED
95 MAR 20 PM 3:22
TALLAHASSEE, FL

DM
3-20-95
02/A

ARTICLES OF INCORPORATION
OF
SENIOR ASSISTED LIVING SERVICES OF PINELLAS, INC.

FILED
95 MAR 20 PM 3:23
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is SENIOR ASSISTED LIVING SERVICES OF PINELLAS, INC.

ARTICLE II

DURATION

The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE

The purpose of the Corporation is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares that the corporation is authorized to issue is One Thousand (1,000) shares, all of which shall be common shares having a par value of One Dollar (\$1.00) per share.

ARTICLE V

PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right to purchase, subscribe, or receive the right or rights to purchase or subscribe for, at fair market value thereof, a prorata share (as nearly as can be done without issuance of fractional shares) of:

1. Any stock that the corporation may issue or sell, whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor performed, personal property, or real property, or leases thereof; or

2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation, or which is attached or pertinent to any warrant or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock.

ARTICLE VI

PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of the corporation is 501 First Avenue North, Suite 630, St. Petersburg, Florida, 33701, and the mailing address of the corporation is the same. The name of the initial Registered Agent of the corporation is TERRY L. STATTON located at 501 First Avenue North, Suite 630, St. Petersburg, Florida, 33701.

ARTICLE VII

DIRECTORS

The Board of Directors shall consist of no less than three (3) and no more than seven (7) members. The initial Board of Directors of the Corporation shall consist of three (3) Directors. The names and addresses of the initial Directors are:

<u>NAME</u>	<u>ADDRESS</u>
TERRY L. STATTON	501 First Avenue North, Suite 630 St. Petersburg, FL 33701
STACY L. STATTON	501 First Avenue North, Suite 630 St. Petersburg, FL 33701
LARRY L. DILLAHUNTY	248 First Avenue North St. Petersburg, FL 33701

ARTICLE VIII

INCORPORATORS

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
TERRY L. STATTON	501 First Avenue North, Suite 630 St. Petersburg, FL 33701

ARTICLE IX

BY-LAWS


The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

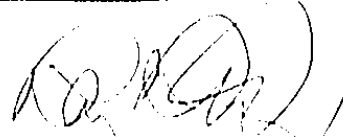
IN WITNESS WHEREOF, I have subscribed my name this 2nd day
of March, 1995.


TERRY L. STATTON

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared TERRY L. STATTON, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein contained.

WITNESS my hand and official seal in the County and State last aforesaid this 2nd day of March, 1995.



LARRY L. DILLAHUNTY
Notary Public

My Commission Expires: 10/27/95
My Commission Number: CC155454

Personally Known

STATE OF FLORIDA
DEPARTMENT OF STATE

FILED
95 MAR 20 10 30 AM '04

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED AND NAMES AND ADDRESSES OF THE CORPORATION.

The following is submitted in compliance
with Chapter 48.091, Florida Statutes

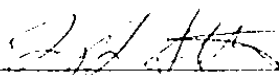
SENIOR ASSISTED LIVING SERVICES OF PINELLAS, INC., a
Corporation, organized under the laws of the State of Florida, with
its principal office at 501 First Avenue North, Suite 630, St.
Petersburg, Florida, 33701, and its mailing address being the same,
has named TERRY L. STATTON, located at 501 First Avenue North,
Suite 630, St. Petersburg, Florida, 33701, with his residence being
the same, as its agent to accept service of process within the
State.

OFFICERS:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
TERRY L. STATTON	501 First Avenue North Suite 630 St. Petersburg, FL 33701	President/ Secretary/ Treasurer

ACCEPTANCE:

I agree, as Resident Agent, to accept service of process, to
keep the office open during prescribed hours, to post my name in
some conspicuous place in the office, as required by law.



TERRY L. STATTON