

CONTACT:

P 95000063678

OFFICE USE ONLY (Document #)

UCC FILING & SEARCH SERVICES

(Requestor's Name)

526 EAST PARK AVENUE SUITE 200

(Address)

TALLAHASSEE, FL 32301 (904) 681-6528

(City, State, Zip)

(Phone #)

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***122.50 ***122.50

OFFICE USE ONLY

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Entercare Inc. 102011
(Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

NEED TODAY

- Walk in Pick up time _____ Certified Copy ARTICLES ONLY
- Mail out Will wait Photocopy Certificate of Status ALL CHARTER DOCS
- CERTIFICATE OF GOOD STANDING

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

- Certificate of FICTITIOUS NAME
- FICTITIOUS NAME SEARCH
- CORP SEARCH

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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RECEIVED

HOLD FOR PICKUP BY UCC SERVICES

AUG 17 1995

Examiner's Initials

ARTICLES OF INCORPORATION
OF

ENTERCARE, INC.

The undersigned hereby forms a corporation for profit
under Chapter 607 of the laws of the State of Florida

ARTICLE I. NAME

The name of the corporation shall be:

ENTERCARE, INC.

The address of the principal office of this corporation
shall be 2779 Capwood Lane, Clearwater, Florida 34621, and
the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all
lawful activities or business permitted under the laws of
the United States, the State of Florida or any other state,
country, territory, or nation.

FILED
1995 AUG 17 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock at \$1.00 par value.

ARTICLE IV. ADDRESS

The street address of the initial registered office of this corporation shall be 526 East Park Avenue, Suite 200 Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is UCC Filing & Search Services, Inc.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

The names and addresses of the officers and directors are:

David Coogan
2779 Capwood Lane
Clearwater, FL 34621

President/Treasurer

Lauren Coogan
2779 Capwood Lane
Clearwater, FL 34621

Vice President/Secretary

ARTICLE VII. INCORPORATOR

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

UCC Filing & Search Services, Inc.
526 East Park Avenue, Suite 200
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of UCC Filing & Search Services, Inc., has hereunto set her hand and seal of UCC Filing & Search Services, Inc., on this 17th day of August, 1995.

UCC Filing & Search Services, Inc.

By: 
Its Agent, Betty B. Young

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION

UCC Filing & Search Services, Inc., a Florida corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

UCC Filing & Search Services, Inc.

By: Betty B. Young
Its Agent, Betty B. Young

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1995 AUG 17 PM 12:43

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

P95000063678

LAW OFFICES
DONALD E. SCHOLL
620 EAST LARSON AVENUE
LARSON SPRINGS, FLORIDA 34689

(City, State, Zip) (Phone #)

OFFICE USE ONLY

800001653132
-12/15/95--01091--008
*****70.00 *****35.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

FILED
95 DEC 15 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
Amendment	
Resignation of R.A., Officer/Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/ QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

RA Chg

VS DEC 21 1995

Examiner's Initials

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submit the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: ENTERCARE, INC.

1b. The mailing address of the corporation is: _____

2779 Capwood Lane, Clearwater, Florida 34621

1c. Date of incorporation: August 17, 1995 Document number: P95000063678

2. The name and address of the current registered agent and office:

UCC Filing & Search Services, Inc.

526 East Park Avenue, Suite 200

Tallahassee, FL 32301

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

DAVID G. COOGAN

2779 Capwood Lane

Clearwater, Florida 34621

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

David G. Coogan
(Signature of an officer, chairman or vice chairman of the board)

10-3-95
(Date)

DAVID G. Coogan, President

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

David G. Coogan
(Signature of Registered Agent)

12-8-95
(Date)

If signing on behalf of an entity:

David G. Coogan
(Typed or Printed Name)

President
(Capacity)

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

FILED
95 DEC 15 AM 8:20
TALLAHASSEE, FLORIDA

PO5000063678

DONALD E. SCHOLL

620 EAST LARPON AVENUE
LARPON SPRINGS, FLORIDA 32089

TEL (813) 937-3111
FAX (813) 938-9575

FILED
96 APR 22 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 18, 1996

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*****35.00 *****35.00

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

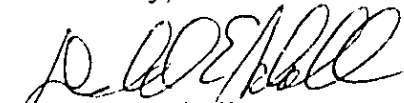
Re: Record Amended Articles of Incorporation

Dear Division of Corporations:

Enclosed please find our firm check #11172 in the amount of \$35.00 for recordation of the above reference. Also enclosed is a second set of Amended Articles to be stamped and returned to the above address.

If you have any questions, please call.

Yours truly,



Donald E. Scholl

Enclosure
DES/mwl

Amend

VS MAY 1 1996

ARTICLES OF 'MENDMENT'
TO
ARTICLES OF INCORPORATION
OF
INTERCARE, INC.

FILED
96 APR 22 PM 2:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned, hereby file this amendment to our Articles of Incorporation.

1. The following Article are amended in their entirety to read as follows:

Article II - Nature of Business

The purpose for which the corporation is formed and the business to be carried on and the objectives to be effected by it are:

Section 1. (a) To create a private corporation to construct or to acquire a housing project or projects, and to operate the same; (b) to enable the financing of the construction of such rental housing with the assistance of mortgage insurance under the National Housing Act; (c) to enter into, perform, and carry out contracts of any kind necessary to, or in connection with, or incidental to, the accomplishment of the purposes of the corporation, including, expressly, any contract or contracts with the Secretary of Housing and Urban Development which may be desirable or necessary to comply with the requirements of the National Housing act, as amended, and the Regulations of the Secretary thereunder, relating to the regulation or restriction of mortgagors as to rents, sales, charges, capital structure, rate of return and methods of operation; (d) to acquire any property, real or personal, in fee or under lease, or any rights therein or appurtenant thereto, necessary for the construction and operation of such project; and (3) to borrow money, and to issue evidence of indebtedness, and to secure the same by mortgage, deed of trust, pledge, or other lien, in furtherance of any or all of the objects of its business in connection with said project.

Section 2. This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

2. The following Article is added to the Articles of Incorporation as follows:

ARTICLE VII - POWERS

Section 1. The corporation shall have the power to do and perform all things whatsoever set out in Section 1 of Article II - NATURE OF BUSINESS above, and necessary or incidental to the accomplishment of said purposes.

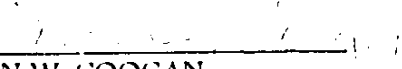
Section 2. The corporation specifically and particularly, shall have the power and authority to enter into a Regulatory Agreement setting out the requirements of the Secretary of Housing and Urban Development.

The stockholders have unanimously adopted these ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF ENTERCARE, INC. on April 12, 1996.

By: ENTERCARE, INCORPORATED



DAVID G. COOGAN,
President/Treasurer



LAUREN W. COOGAN,
Vice-President/Secretary

Date: 4-17-96

Date: _____

LAW OFFICES
DONALD E. SCHOLL

620 EAST LARPON AVENUE
LARPON SPRINGS, FLORIDA 34689

TEL: (813) 937-3111
FAX: (813) 938-9575

P95000063678

May 9, 1996

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*****35.00 *****35.00

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

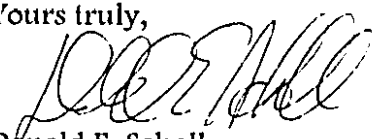
Re: Record Amended Articles of Incorporation

Dear Division of Corporations:

Enclosed please find our firm check #8951 in the amount of \$35.00 for recordation of the above reference. Also enclosed is a second set of Amended Articles to be stamped and returned to the above address.

If you have any questions, please call.

Yours truly,


Donald E. Scholl

Enclosure
DES/mwl

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 13 PM 2:12

TELL MAY 17 1996

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
INTERCARE, INC.

FILED
SECRETARY OF STATE
DIVISION
96 MAY 13 PM 2:11

We, the undersigned, hereby file this amendment to our Articles of Incorporation.

1. The following Article are amended in their entirety to read as follows:

Article II - Nature of Business

The purpose for which the corporation is formed and the business to be carried on and the objectives to be effected by it are:

Section 1. (a) To create a private corporation to construct or to acquire a housing project or projects, and to operate the same; (b) to enable the financing of the construction of such rental housing with the assistance of mortgage insurance under the National Housing Act; (c) to enter into, perform, and carry out contracts of any kind necessary to, or in connection with, or incidental to, the accomplishment of the purposes of the corporation, including, expressly, any contract or contracts with the Secretary of Housing and Urban Development which may be desirable or necessary to comply with the requirements of the National Housing act, as amended, and the Regulations of the Secretary thereunder, relating to the regulation or restriction of mortgagors as to rents, sales, charges, capital structure, rate of return and methods of operation; (d) to acquire any property, real or personal, in fee or under lease, or any rights therein or appurtenant thereto, necessary for the construction and operation of such project; and (3) to borrow money, and to issue evidence of indebtedness, and to secure the same by mortgage, deed of trust, pledge, or other lien, in furtherance of any or all of the objects of its business in connection with said project.

Section 2. This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

Section 3. The corporation is organized to acquire and operate Parris House I & II, FHA Project Number 067-22003 pursuant to Section 232 of the National Housing Act.

2. The following Article is added to the Articles of Incorporation as follows:

ARTICLE VIII - POWERS

Section 1. The corporation shall have the power to do and perform all things whatsoever set out in Section 1 of Article II - NATURE OF BUSINESS above, and necessary or incidental to the accomplishment of said purposes.

Section 2. The corporation specifically and particularly, shall have the power and authority to enter into a Regulatory Agreement setting out the requirements of the Secretary of Housing and Urban Development.

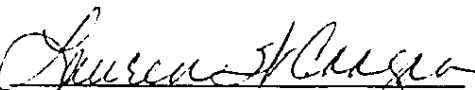
Section 3. In the event of any conflict between these powers and that certain Regulatory Agreement between corporation and the Secretary of the U.S. Department of Housing and Urban Development regarding FHA Project 067-22003, the provisions of the Regulatory Agreement control.

The stockholders have unanimously adopted these ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF ENTERCARE, INC. on April 12, 1996.

By: ENTERCARE, INCORPORATED



DAVID G. COOGAN,
President/Treasurer



LAUREN W. COOGAN,
Vice-President/Secretary

Date: 5-6-96

Date: 5/6/96