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FLORIDA DIVISION OF CORPORATIONS

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: FAS-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166-

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: SENIOR CARE CENTERS, INC.

FAX AUDIT NUMBER: H95000009377

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/24/1995

TIME REQUESTED: 11:47:47

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 3

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3. REQUEST COR ELECTRONIC CERTIFICATE

CORPORATE DOCUMENT NUMBER

AS 8/24

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
SENIOR CARE CENTERS, INC.

ARTICLE I - NAME

The name of this corporation is
SENIOR CARE CENTERS, INC.

ARTICLE II - PURPOSE

The corporation shall be authorized to transact
all legal business of any nature.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value
thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$1.00	COMMON

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of 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 prorata share thereof (as nearly as may be
done without issuance of fractional shares) at the price at
which it is offered to others.

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial principal and
mailing office of this corporation is:

7220 N.W. 36th Street, Suite 407
Miami, Florida 33166

and the name and address of the initial registered agent of
this corporation is:

Prepared by:
Adriene McCoy
7220 N.W. 36th St.
Suite 407
Miami, FL 33166
(305) 895-6166

Prepared by: Adriene McCoy
7220 N.W. 36th St
Suite 407
Miami, FL 33166

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Name	Address
Adriene McCoy	7220 N.W. 36th Street Suite 407, Miami, FL 33166

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

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

Name	Address
Martha Musino	7220 N.W. 36th Street Suite 407 Miami, Florida 33166

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Name	Address
Martha Musino	7220 N.W. 36th Street Suite 407 Miami, Florida 33166

ARTICLE IX - BY-LAWS

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

ARTICLE X - INDEMNIFICATION

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

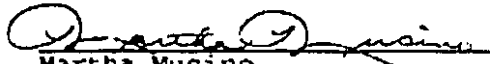
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ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24 day of August, 1995.


Martha Musino
Subscriber and Director

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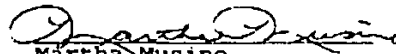
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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.

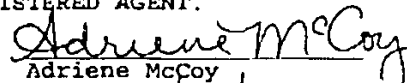
1. The name of the corporation is:

SENIOR CARE CENTERS, INC.
2. The name and address of the registered agent and office is:

Adriene McCoy
7220 N.W. 36th Street, Suite 407
Miami, Florida 33166


Martha Musino
Title: Subscriber and Director
Date: 8/23/95

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.


Adriene McCoy
Date: 8/23/95

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55 AUG 26 PM 3:00
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TALLAHASSEE, FLORIDA

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