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JO ANN BLAIR-DAVIS
STEPHEN W. BURKE
DONALD H. CLARK
CLIFFORD A. COMPTON
SHANNON KNIGHT DASHIELL
JOSEPH A. DE RUIJO
TIMOTHY W. DORSEY
ROBERT J. EVELLEIGH
THOMAS R. FRANTZ
MICHAEL J. GARDNER
S. GEOFFREY GICK
ERIC A. HAINES
SAMUEL M. KROHL
JAMES T. LLOYD, JR.
CHARLES L. MALONE
BRIAN C. PURCELL

CLARK & STANT, P.
ATTORNEYS AND COUNSELLORS AT LAW
ONE COLUMBUS CENTER
VIRGINIA BEACH, VIRGINIA 23462

TELEPHONE (800) 490-0800
FACSIMILE (800) 323-0805
DIRECT DIAL NUMBER

473-5396

August 24, 1995

ROBERT M. REED
FRANCIS W. RUSSELL
ROBERT E. SAMUEL, JR.
C. GREGORY SCHUBS
LAWRENCE R. SIEG
THOMAS L. SNYDER
WAYNE G. SOUZA
FREDERICK T. STANT, III
CAROL E. SUMMERS
STEPHEN C. SWAIN
STEPHEN G. TIST
A. W. VANDERMEER, JR.
JACK E. YOUNG
ALSO ADMITTED IN NC:
FREDERICK T. STANT, JR.
OF COUNSEL

582177.0000

FEDERAL EXPRESS
Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: Articles of Incorporation for
LAL, INC.

300001570083
-08/25/95--U1076--006
*****70.00 *****70.00

Dear Division of Corporations:

Enclosed please find an original and one copy of Articles of Incorporation for LAL, INC. Also enclosed is this firm's check in the amount of \$70.00 for the filing.

Please issue the Certificate of Incorporation for this corporation as quickly as possible. Please forward the charter to me in the self addressed envelope provided.

Should you have any questions, please do not hesitate to contact me. Thank you for your attention to this matter.

Very truly yours,

Melodie Rochelle
Melodie T. Rochelle
Paralegal

Enclosures
81205001/1-flsos.mtr

cc: Mr. George P. Wagner, Jr.
Lawrence R. Siegel, Esq.

8/28/95
TH

ARTICLES OF INCORPORATION
OF
LAL, INC.

RECEIVED
TALLAHASSEE, FLORIDA
JAN 25 11 46 AM '68

The undersigned, being an individual, does hereby agree as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is LAL, INC.

SECOND: The street address, wherever located, of the principal office of the corporation is 975 6th Avenue, S., #105, Naples, Florida 33940.

The mailing address, wherever located, of the corporation is 975 6th Avenue, S., #105, Naples, Florida 33940.

THIRD: The number of shares that the corporation is authorized to issue is 5,000, all of which are of a par value of One Dollar (\$1.00) each and are of the same class and are Common Shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o The Prentice-Hall Corporation System, Inc., 1201 Hays Street, Suite 105, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is The Prentice-Hall Corporation System, Inc.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

NAME	ADDRESS
Lawrence R. Siegel	One Columbus Center, Suite 900 Virginia Beach, VA 23462

SIXTH: Each share of the corporation shall entitle the holder thereof to a preemptive right, for a period of thirty days, to subscribe for, purchase, or otherwise acquire any shares of the same class of the corporation or any equity and/or voting shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of the same class of the corporation or of equity and/or voting shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire unissued shares of the same class of the corporation or equity and/or voting shares of any class of the corporation, whether now or hereafter authorized or created, and whether the proposed issue, reissue, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty days, any and all of such shares, rights, options, bonds, securities, or obligations of the corporation may be issued, reissued, or granted by the Board of Directors, as the case may be, to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights in the election of one or more directors.

SEVENTH: The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

To carry on a general mercantile, industrial, investing, and trading business in all its branches; to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal, and as sales, business, special, or general agent, representative, broker, factor, merchant, distributor, jobber, advisor, and in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed, and other real, personal, and mixed property of any and all kinds, together with the components, resultants, and byproducts thereof; to acquire by purchase or

otherwise own, hold, lease, mortgage, sell, or otherwise dispose of, erect, construct, make, alter, enlarge, improve, and to aid or subscribe toward the construction, acquisition, or improvement of any factories, shops, storehouses, buildings, and commercial and retail establishments of every character, including all equipment, fixtures, machinery, implements, and supplies necessary, or incidental to, or connected with, any of the purposes or business of the corporation; and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business.

To engage generally in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage, operate, deal in, and dispose of real estate, real property, lands, multiple-dwelling structures, houses, buildings, and other works and any interest or right therein; to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, chattels real, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of; and to acquire, purchase, sell, assign, transfer, dispose of, and generally deal in and with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal, and mixed properties; to carry on a general construction, contracting, building, and realty management business as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity.

To apply for, register, obtain, purchase, lease, take licenses in respect of, or otherwise acquire, and to hold, own, use,

operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign, mortgage, pledge, or otherwise dispose of, and, in any manner deal with and contract with reference to:

- (a) inventions, devices, formulae, processes, and any improvements and modifications thereof;
- (b) letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trade-marks, trade symbols, and other indications of origin and ownership granted by or recognized under the laws of the United States of America or of any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereunto;
- (c) franchises, licenses, grants, and concessions.

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

ELEVENTH: The corporate existence of the corporation shall begin on August 25, 1995.

Signed on August 22, 1995



Lawrence R. Siegel, Incorporator

FILED
AUG 25 AM 9:28
CLERK OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

THE PRENTICE-HALL CORPORATION
SYSTEM, INC.

By:

Marcia A. Hame

[Name] [Title]

Assistant Secretary

Date: 8-23-95

81205001
aoi-lal.mtr

P.95000066141

CLARK & STANT, P.C.

ATTORNEYS AND COUNSELLORS AT LAW

ONE COLUMBIA CENTER

VIRGINIA BEACH, VIRGINIA 23462

TELEPHONE (703) 437-0000

FAX (703) 437-0000

TELETYPE (703) 437-0000

473-5396

September 21, 1995

ROBERT A. REED
DONALD E. W. BINSLEY
ROBERT E. SANDILL, JR.
C. GREGORY SCHLES
LAWRENCE R. SIEGEL
THOMAS E. SPYDER
WAYNE C. SOLZA
FREDERICK E. STANT, III
CAROL E. STEINBERG
STEPHEN C. SWAIN
STEPHEN C. TESS
A. W. VANDERBILT, JR.
JACK E. YOUNG

NEW ADMITTED PRACTICE

FREDERICK E. STANT, JR.
OF COUNSEL

58217.000 JMBR

DAVID B. BROWN
CHARLES E. BRUNN
STEPHEN A. BURR
DAVID E. CARR
C. GREGORY SCHLES
STEPHEN C. TESS
ROBERT E. SANDILL, JR.
THOMAS E. SPYDER
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JACK E. YOUNG

FEDERAL EXPRESS
Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

8/21/95 15:00:00
-00000000-00000000-0000
*****00.00 *****35.00

RE: Articles of Amendment for LAL, INC.

Dear Division of Corporations:

Enclosed please find an original and one copy of Articles of Amendment for LAL, INC. Also enclosed is this firm's check in the amount of \$35.00 for the filing.

Please issue the Certificate of Amendment for this corporation as quickly as possible, and forward a copy of same to me in the self addressed envelope provided.

Should you have any questions, please do not hesitate to contact me. Thank you for your attention to this matter.

Very truly yours,

Melodie T. Rochelle
Paralegal

Enclosures
81205001/1-flsos2.mtr

cc: Mr. George P. Wagner, Jr.
Lawrence R. Siegel, Esq.

L.P. Same people

N/C

95 SEP 25 PM 14:01
FILED

ARTICLES OF AMENDMENT
OF
LAL, INC.

25 SEP 25 PM 4:01
FIDELITY

To the Department of State
State of Florida

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the corporation herein named (the "Corporation") does hereby adopt the following Articles of Amendment.

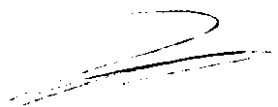
1. The name of the Corporation is LAL, INC.
2. Article FIRST of the Articles of Incorporation of the corporation is hereby amended so as to delete Paragraph FIRST and to replace it in its entirety as follows:

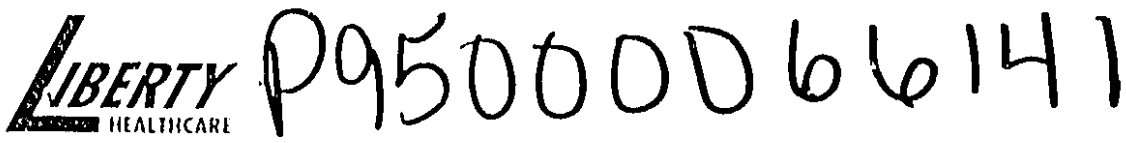
"FIRST: The corporate name for the Corporation (hereinafter called the "Corporation" is NATIONAL ASSISTED LIVING, INC.

3. The date of adoption of the aforesaid amendment was September 15, 1995.
4. The number of votes cast for the said amendment by the shareholders was sufficient for the approval thereof.

Executed on September 19, 1995.

LAL, INC.

BY: 
George P. Wagner, Jr.,
President



Telephone 974-262-8000
Facsimile 974-262-0039

VIA OVERNIGHT DELIVERY

RECEIVED
SECURITY
DIVISION
JAN 13 1964
JAN 13 1964
JAN 13 1964



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 26, 1996

ALAN PARRISH
975 6TH AVENUE SOUTH
SUITE 105
NAPLES, FL 33940

SUBJECT: NATIONAL ASSISTED LIVING, INC.
Ref. Number: P95000066141

We have received your document for NATIONAL ASSISTED LIVING, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name and capacity of the person signing the document must be noted beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 596A00040363

ARTICLE III - AMENDMENT
OF
NATIONAL ASSISTED LIVING, INC.

Pursuant to the provisions of the Federal Business Corporation Act, the following information is provided to amend the Articles of Incorporation of National Assisted Living, Inc.

1. The name of the corporation is National Assisted Living, Inc. - the "Corporation".

2. Article THIRD shall be deleted in its entirety from the Articles of Incorporation and a new Article THIRD shall be substituted in its place as follows:


THIRD: The corporation shall have the authority to issue 5,000 shares of common stock. The common stock shall be divided into two classes, Class A Common Stock ("Class A") and Class B Common Stock ("Class B"). The corporation may issue up to 4,000 shares of Class A, and 1,000 shares of Class B. Class A shall have the sole right to vote and Class B shall have no right to vote for a period of ten years from the date of issuance at which time all Class B shares which have been issued and outstanding for ten years shall be converted to Class A shares without further required action; in all other respects, however, Class A and Class B shall have identical rights.

3. The number of votes cast by the Shareholders of the Corporation was sufficient for approval of these Articles of Amendment.


Dated as of the 8th day of August, 1996.

NATIONAL ASSISTED LIVING, INC.

By


THE SECRETARY

ALAN PARRISH, CFO + SECRETARY

 NATIONAL
ASSISTED LIVING

Phone 941 62-8006
Fax 941 62-0939

October 8, 1996

Florida Department of State
Division of Corporations
Registration and Qualification Section
P.O. Box 6327
Tallahassee, FL 32314

Re: National Assisted Living, Inc.

Dear Sir/Madam:

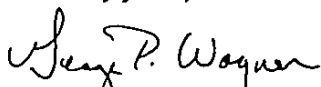
Please be advised that the above-referenced partnership has moved to a new location as of September 1, 1996. The new address is:

National Assisted Living, Inc.
Parkway Financial Center
2150 Goodlette Road, Suite 800
Naples, FL 34102

Please correct your records accordingly.

Thank you.

Sincerely yours,


George P. Wagner, Jr.
President

/mh