

1/10/96 11:00 AM
PUBLIC ACCESS SYSTEM

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32309
FAX: (904) 922-4000

FROM: ACE INDUSTRIES, INC.
54 NW 11TH ST
MIAMI FL 33138-259033401-6111
CONTACT: LYNN FRIEDMAN
PHONE: (305) 358-2571
FAX: (305) 358-7832

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: MERCEDES QUALITY CARE INC.
FAX AUDIT NUMBER: H96000000481
DATE REQUESTED: 01/10/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 8
ESTIMATED CHARGE: \$122.50

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METHOD OF DELIVERY: FAX
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TALLAHASSEE, FLORIDA

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96 JAN 10 PM 1:32

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H96-00481

ARTICLE OF INCORPORATION
OF
MERCEDES QUALITY CARE INC.

The undersigned subscribes to these Articles of Incorporation, each a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME The name of this corporation is:
MERCEDES QUALITY CARE INC.

ARTICLE II

NATURE OF BUSINESS

(a) The general nature of the business of the corporation to be conducted by the corporation shall be to engage in all the activities related to a retirement home.

(b) To purchase, improve, develop, lease, exchange, sell, dispose of and otherwise deal in and turn to account; real estate; to purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, improvements, development and construction of land and buildings belonging to or to be acquired by this corporation, or any other person, firm or company.

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TALLAHASSEE, FLORIDA

H96-00481

SCS INDUSTRIES, INC.
84 NW 11th Street
Miami, FL 33136

FORM 9999 P. 02

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(c) To purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of or invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

(d) To conduct business in, have one or more offices in, the State of Florida and in all other states and countries, to buy, to hold, mortgage, sell, convey, lease, or otherwise dispose of franchise, patents, copyrights, trademarks and licenses.

(e) To conduct debts and borrow money, issue or sell or pledge bonds, debentures, notes, and other evidence of indebtedness, and execute such mortgages, transfer of corporate indebtedness as required.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, of or any bonds, security or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while the owner of such stock, to exercise all the rights, power, privileges of ownership, including the right to vote on such stock.

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(g) To purchase the corporate assets of any other corporation and engage in the same nature or character of business.

ARTICLE III

The total number of shares of capital stock which may be issued by this corporation shall be 2,000 shares at \$1.00 par value each, all of which shall be common stock and shall be fully paid and non-assessable. All such stock shall be payable in cash, property, labor or service at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The amount of capital with which this corporation will begin business is not less than Two Thousand Dollars (\$2,000.00).

ARTICLE V

The number of directors of this corporation shall not be less than one (1) nor more than three (3).

ARTICLE VI

This corporation shall have perpetual existence.

ARTICLE VII

The names and post office addresses of the first Board of Directors of this corporation who shall hold office for the first year, or until their successors are chosen, shall be.

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<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
CAROL MEIKLE MCDONALD	PRESIDENT TREASURER	942 S.W. 68 AVE N. LAUD. FLA 33068
CARL MCDONALD	VICE PRESIDENT SECRETARY	942 S.W. 68 AVE N. LAUD. FLA 33068

ARTICLE VIII

SUBSCRIBERS: The names and post office addresses of the subscribers to these Articles of Incorporation and the number of shares the subscribers agree to take, and the value of the consideration therefore, is:

CAROL MEIKLE MCDONALD	942 S.W. 68 AVE N. LAUD. FLA 33068	1000 Shares at \$1.00 par
CARL MCDONALD	942 S.W. 68 AVE N. LAUD. FLA 33068	1000 Shares at \$1.00 par

ARTICLE IX

INITIAL REGISTERED AGENT: The street address of the initial registered office is 5940 NW 19 CT LAUDERHILL FLORIDA 33313. and the name of the initial registered agent of this corporation is CAROL MEIKLE MCDONALD. The registered office address and the corporate office mailing address are one and the same as above.

ARTICLE X

VOTING RIGHTS: Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holder of the outstanding common shares.

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ARTICLE XI

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 pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII

BY-LAWS: The power to adopt, alter amend, or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XIII

AMENDMENTS: These Articles of Incorporation can be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors proposed to them by the stockholders and approved at a stockholder meeting by a majority of the stock entitled to vote.

ARTICLE XIV

STOCKHOLDER AGREEMENTS: Stockholders of this corporation may enter into such stockholders and trustees agreements as they may see fit wherein and whereby such stockholders may limit their voting rights by virtue of such stockholders and trustees agreements.

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IN WITNESS WHEREOF, we have hereunto set our hands and seals and caused to be filed in the office of the Secretary of State, these Articles of Incorporation.

Carol Meikle McDonald
----- (SEAL)
CAROL MEIKLE MCDONALD

Carl McDonald
----- (SEAL)
CARL MCDONALD

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ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: Carl Mitchell
REGISTERED AGENT

DATE: 2/2/96

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STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared CAROL MEIKLE MCDONALD and CARL MCDONALD who acknowledged before me that they signed the foregoing Articles of Incorporation, that they signed for the purposes therein expressed, freely and voluntarily.

WITNESS my hand and official seal at Miami, Dade County, Florida, on this 2 day of JANUARY, 1996.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

OFFICIAL NOTARY SEAL
BERNARD H. BRYANT
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 0008079
MY COMMISSION EXPIRES MAR. 1, 1996

FILED
96 JAN 10 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H96-00481

P96000003288

Bryant's Accounting Services

847 N.W. 119 ST., SUITE 205
MIAMI, FLORIDA 33168

City/State/Zip

Phone #

800002055688--4
-01/13/97--01057--005
*****35.00 *****35.00

Office Use Only

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

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 97 MAR 17 PM 2:59
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 TALLAHASSEE FLORIDA

NEW FILINGS	
<input 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

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

OK.
 per
 S.P.
 9/18
[Signature]
 Amend

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 27, 1997

BRYANT'S ACCOUNTING SERVICES
847 N.W. 119 ST.
SUITE 205
MIAMI, FL 33168

SUBJECT: MERCEDES QUALITY CARE INC.
Ref. Number: P96000003288

We have received your document for MERCEDES QUALITY CARE 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):

Your document does not indicate what is being amended. Please specifically state, in the section titled "First", the provisions of your Articles of Incorporation that are being amended.

The current name of the entity is as referenced above. Please correct your document accordingly.

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) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 397A00003876

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MAR 17 AM 8:54

SIGN OF CORPORATIONS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED

97 MAR 17 PM 2: 59

SECRETARY OF STATE
TALLAHASSEE FLORIDA

MERCEDES QUALITY CARE INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

P96000003288

THE ABOVE DOCUMENT NUMBER IS BEING AMENDED TO TO TRANSFER CARL MCDONALD
AND HIS 1000 SHARES TO CAROL MEIKLE MCDONALD.
IN TOTAL CAROL MEIKLE MCDONALD NOW OWNS 2000 SHARES.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

CAROL MEIKLE MCDONALD - PRESIDENT 2000 shares

THIRD: The date of each amendment's adoption: December 9, 1996

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 9 of December, 1996

Signature

~~Carol Meina-McDonald~~
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

CAROL MEINA-MCDONALD
Typed or printed name

PRESIDENT
Title