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ADMITTED TO PRACTICE IN FLORIDA, VIRGINIA, WASHINGTON, D.C.

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January 4, 1996

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

Re: Delordan Assisted Living, Inc.

Dear Madam or Sir:

I have enclosed for your review and filing the original and two copies of the Articles of Incorporation for Delordan Assisted Living, Inc., and a check in the amount of \$122.50 payable to the Florida Department of State for the following:

Filing Fee, for articles of Incorporation, F.S. 607.0122(1)	\$35.00
Filing Fee, for Resident Agent F.S. 607.0122(7)	35.00
Certified Copy, F.S. 607.0122(23)	<u>52.50</u>
TOTAL	\$122.50

Please return a certified copy of the Certificate of Incorporation to me in the enclosed self-addressed, stamped envelope.

Thank you for your prompt attention to and cooperation in this matter.

Very truly yours,

JAMES A. GRANOSKI, P.A.

*James A. Granoski*  
James A. Granoski

JAG/jsm

Enclosures

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FILED

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
DELORDAN ASSISTED LIVING, INC.

The undersigned, acting as incorporator of DELORDAN ASSISTED LIVING, INC., under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME AND PRINCIPAL OFFICE

DELORDAN ASSISTED LIVING, INC.  
4440 Fruitville Road  
Sarasota, Florida 34232

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. DURATION

The corporation will have a perpetual existence.

ARTICLE IV. PURPOSE

The general purpose for which the corporation is organized is:  
To transact any or all lawful business for which a corporation may be incorporated in Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share. The consideration to paid for each share shall be fixed by the board of directors and

may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

#### ARTICLE VI. PREEMPTIVE RIGHTS

Each holder of common stock of this corporation shall have the first right (subject to adjustments to avoid the issue of fractional shares) to purchase shares of common stock of this corporation that from time to time may be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares of common stock held at the time of the issue bears to the total number of shares of common stock outstanding. This right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty days of his receipt of a written notice from the corporation inviting him to exercise the right. A holder of common stock shall not have, solely because of his holdings of common stock, a right to purchase shares of preferred stock that may be issued.

A holder of preferred stock shall not have, solely because of his holdings of preferred stock, a right to purchase shares of any class that may be issued by the corporation.

If any shareholder other than Daniel Oluich, Sr. or Delores Oluich desires to sell any of his or her shares of stock in this corporation, Daniel Oluich, Sr. or Delores Oluich must be given the right of first refusal on such shares. Daniel Oluich, Sr. and

Delores Oluich will both have ninety days within which to exercise their right of first refusal. If neither Daniel Oluich, Sr. or Delores Oluich exercises their right of first refusal, then the shareholder may sell those shares to whom ever he or she desires.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 4440 Fruitville Road, Sarasota, Florida 34232, and the name of the corporation's initial registered agent at that address is Delores Oluich.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Delores Oluich	4440 Fruitville Road Sarasota, FL 34232
Daniel Oluich, Sr.	4440 Fruitville Road Sarasota, FL 34232

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Delores Oluich	4440 Fruitville Road Sarasota, FL 34232

The incorporator of the corporation assigns to this corporation his rights under section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons

designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

#### ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

#### ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned, as president, director and incorporator, has executed these Articles of Incorporation this 7<sup>th</sup> day of December, 1995.

Delores Oluich  
DELORES OLUICH

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That DELORDAN ASSISTED LIVING, INC., desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of Incorporation, at 4440 Fruitville Road, Sarasota, FL 34232, City of Sarasota, County of Sarasota, Florida 34232, has named DELORES OLUICH, located at that address, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida General Corporation Act relative to keeping open the registered office.

Delores Oluich  
DELORES OLUICH