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Reply to: Fort Lauderdale

January 22, 1996

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

Re: **RETIREMENT LIVING OF LAUDERHILL, INC.**

900001697789  
-01/25/96--01048--009  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Enclosed please find the original and one copy of the proposed Articles of Incorporation for the above-captioned corporation. Also enclosed is this firm's check made payable to the Secretary of State, in the amount of One Hundred Twenty Two and 50/100 Dollars (\$122.50), which represents the filing fee and the fee for returning one certified copy of the said Articles of Incorporation to this office.

I trust the foregoing is satisfactory. If you have any questions pertaining thereto, please do not hesitate to contact me.

Very truly yours,

*B. A. Callahan*

BONNIE A. CALLAHAN  
Legal Assistant to  
STUART S. ROSENTHAL

Enclosures

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55 JAN 25 PM 1:45  
TALLAHASSEE, FLORIDA

*SAB*  
1/29/96

**ARTICLES OF INCORPORATION  
OF**

**RETIREMENT LIVING OF LAUDERHILL, INC.**

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96 JAN 25 PM 1:43  
CLERK OF THE COURT  
JAN 25 1996

**ARTICLE I - NAME**

The name of this corporation is **RETIREMENT LIVING OF LAUDERHILL, INC.**

**ARTICLE II - DURATION**

This corporation has perpetual existence unless otherwise specified in the Articles.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

**ARTICLE V - INITIAL OFFICE ADDRESS OF CORPORATION**

The street address of this corporation is 800 East Cypress Creek Road, Suite 303, Fort Lauderdale, Florida 33334.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 800 East Cypress Creek Road, Suite 303, Fort Lauderdale, Florida 33334 and the name of the initial Registered Agent of this corporation at that address is **STUART S. ROSENTHAL, ESQUIRE.**

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

NAME	ADDRESS
STUART S. ROSENTHAL	800 East Cypress Creek Road Suite 303 Fort Lauderdale, FL 33334

#### ARTICLE VIII - INCORPORATOR

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

NAME	ADDRESS
STUART S. ROSENTHAL	800 East Cypress Creek Road Suite 303 Fort Lauderdale, FL 33334

#### ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE X - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at each election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

#### ARTICLE XI - CALLING FOR SPECIAL MEETINGS

Special meetings of shareholders may be called by not less than one-tenth (1/10) of the shares entitled to vote.

#### ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

#### ARTICLE XIII - RIGHT OF SHAREHOLDERS TO DISSENT

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions the shares of this corporation were registered on a national securities exchange or held of record by not less than 2,000 shareholders.

**ARTICLE XIV - MEETINGS BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each Director.

**ARTICLE XV - 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.

**ARTICLE XVI - INDEMNIFICATION**

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

IN WITNESS WHEREOF, the undersigned subscriber(s) executed these Articles of Incorporation, this 22nd day of January, 1996.

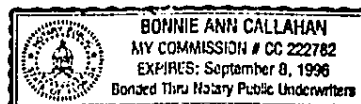
  
STUART S. ROSENTHAL

STATE OF FLORIDA )

COUNTY OF BROWARD )

) §  
The foregoing instrument was acknowledged before me this 22nd day of January, 1996, by STUART S. ROSENTHAL who is personally known to me.

  
BONNIE ANN CALLAHAN  
Notary Public, State of Florida



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - - That RETIREMENT LIVING OF LAUDERHILL, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Fort Lauderdale, County of Broward, and State of Florida, has named STUART S. ROSENTHAL, ESQUIRE, located at 800 East Cypress Creek Road, Suite 303, Fort Lauderdale, Florida, 33334, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
STUART S. ROSENTHAL

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