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DORAN, WAITERS, ROST, SELLER & WOLFE

ATTORNEYS

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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FIRST UNION TOWER  
444 BEACHVIEW BOULEVARD  
SUITE 800  
DAYTONA BEACH, FLORIDA 32118

PLEASE REPLY TO:  
POST OFFICE DRAWER 1010  
DAYTONA BEACH, FLORIDA 32118  
(904) 250-1111  
FAX (904) 250-4800

OF COUNSEL  
RONALD P. ANDERSON  
DAVID B. BLAUGHTER  
MEMBER OF ORGONIA BAR

February 22, 1996

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

300001728683  
02/26/96--01024--017  
\*\*\*\*122.50 \*\*\*\*122.50

RE: VENTURES FINANCIAL CORP.

Gentlemen:

Enclosed herewith are the original and one copy of the Articles of Incorporation for the above-referenced corporation.

Also enclosed is our firm's check in the amount of \$122.50 to cover the cost of the Filing Fee, Certified Copy of Charter and Registered Agent Fee.

Please return to us a certified copy of the Articles of Incorporation in the enclosed envelope.

Thank you for your cooperation in this matter.

Sincerely,

  
Scott R. Rost

SRR/dk  
Enclosures

cc: Mr. Donald A. Haas  
One John Anderson Dr., #709  
Ormond Beach, FL 32176

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W96-4458

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

95 MAR 12 4 04 PM '96

FILED

63 3/12/96



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morthum  
Secretary of State

FILED

96 MAR 12 AM 8:47

CLERK OF STATE  
TALLAHASSEE, FLORIDA

February 28, 1996

SCOTT R. ROST, ESQUIRE  
P.O. DRAWER 15110  
DAYTONA BEACH, FL 32115

SUBJECT: VENTURES FINANCIAL CORP.  
Ref. Number: W96000004488

We have received your document for VENTURES FINANCIAL CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6931.

Garrett Blanton  
Document Specialist

Letter Number: 996A00008727

ARTICLES OF INCORPORATION  
OF  
VOLUSIA ASSISTED LIVING, INC.

FILED  
96 MAR 12 AM 0:47  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I. NAME

The name of this corporation shall be Volusia Assisted Living, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all lawful business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 100 shares of common capital stock at a par value of \$1.00 per share

Articles Of Incorporation Of Volusia Assisted Living, Inc.

**ARTICLE V. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

**ARTICLE VI. TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the

Articles Of Incorporation Of Volusia Assisted Living, Inc.

shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

#### ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be four. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are: Donald A. Haas, 1617 Ridgewood Avenue, Suite F, Holly Hill, FL 32117, Louis Samuels, 500 Carswell Avenue, Holly Hill, FL 32117, Budd S. Schwarz, 57 Hills Lane, Westport, CT 06880, Kally A. Weber, 10 St. Johns Place, Ormond Beach, FL 32176.

Articles Of Incorporation Of Volusia Assisted Living, Inc.

**ARTICLE VIII. INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

**ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 444 Seabreeze Boulevard, Suite 800, Daytona Beach, FL 32118.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Scott R. Rost.

**ARTICLE X. INCORPORATOR**

The name and address of the individual who shall serve as this corporation's incorporator is: Scott R. Rost, 444 Seabreeze Boulevard, Suite 800, Daytona Beach, FL 32118.

**ARTICLE XI. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

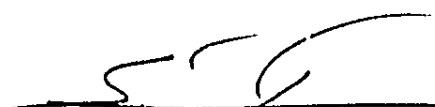
Articles Of Incorporation Of Volusia Assisted Living, Inc.

ARTICLE XII. MAILING ADDRESS

The mailing address of the Corporation is Post Office Box  
15110, Daytona Beach, Florida 32115.

  
\_\_\_\_\_  
Scott R. Rost - Incorporator

I hereby accept my designation as resident agent and agree to  
serve as the resident agent of Volusia Assisted Living, Inc. I  
hereby state that I am familiar with and accept the duties and  
responsibilities as registered agent for Volusia Assisted Living,  
Inc.

  
\_\_\_\_\_  
Scott R. Rost - Registered Agent

State Of Florida  
County Of Volusia

On 5/2/96, Scott R. Rost, designated above  
as the individual who shall serve as the corporation's initial  
registered agent and incorporator, who is personally known to me,  
personally appeared before me at the time of notarization, and,  
after being given the oath, acknowledged signing these Articles Of  
Incorporation Of Volusia Assisted Living, Inc.

Susanna D. Swisher  
Susanna D. Swisher  
Notary Public



SUSANNA D SWISHER  
My Commission CC478148  
Expires Jul. 10, 1999  
Bonded by ANI  
800-852-5878

Articles Of Incorporation Of Volusia Assisted Living, Inc.