

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Master No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

DMC
5/3/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME	nc		CK No.
BY			

WALK-IN 5/3 12:00
Will Pick Up

RE: Park Place of
Carrollwood, Inc.

C.C. FEE. DISBURSED

<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. Filing		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Filing		
<input checked="" type="checkbox"/> Foreign Corp. Filing		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. Filing		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S -		
<input type="checkbox"/> Fictitious Name Filing		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Voluntarism		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 Filing		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 10, 1996

RITA A. LOMBARDI
ADULT CARE MANAGEMENT CORPORATION
311 PARK PLACE BLVD., SUITE 225
CLEARWATER, FL 34619

The name PARK PLACE OF CARROLLWOOD, INC. has been reserved for 120 days beginning April 3, 1996. The reservation number is R96000001678 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Becky McKnight

Letter number: 296A00015149

ARTICLES OF INCORPORATION
OF
PARK PLACE OF CARROLLWOOD, INC.

FILED
96 MAY -3 AM 11:38
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE 1.

Name

- 1.1) Name. The name of the corporation is

PARK PLACE OF CARROLLWOOD, INC.

ARTICLE 2.

Purpose and Powers

2.1) Purpose. The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state.

2.2) Powers. This corporation shall have all of the powers enumerated in the Florida General Corporation Act.

ARTICLE 3.

Capital Stock

3.1) Number of Shares. The aggregate number of shares that the corporation shall have the authority to issue is 7500 shares of Capital stock with a par value of \$1.00.

3.2) Initial Issue. One thousand (1,000) shares of the Capital stock of the corporation shall be issued for cash at a par value of \$1.00.

3.3) Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

3.4) Classes of Stock and Shares in Series. The shares of the corporation are not to be divided into classes. The corporation is not authorized to issue shares in series.

ARTICLE 4.
Corporate Existence and Period of Duration

4.1) Corporate Existence. Corporate existence shall begin on the date these Articles are filed.

4.2) Period of Duration. The period of duration of the corporation is perpetual.

ARTICLE 5.
Initial Registered Office and Agent and Principal Business Office

5.1) Initial Registered Office and Agent. The street address of the initial registered office of this corporation is 311 Park Place Blvd., Suite 225, Clearwater, Florida and the name of the initial registered agent of this corporation at that address is John J. Piazza, Sr..

5.2) Principal Business Office. The principal business office of this corporation is 311 Park Place Blvd., Suite 225, Clearwater, Florida 34619.

ARTICLE 6
Directors

6.1) Initial Board of Directors. This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the person who shall serve as the director until the first annual meeting of shareholders, or until his successor shall have been elected and qualified, is as follows: John J. Piazza, Sr., 311 Park Place Blvd., Suite 225, Clearwater, Florida 34619.

ARTICLE 7.
Incorporator

7.1) Incorporator. The name and address of the initial incorporator is as follows: John J. Piazza, Sr., 311 Park Place Blvd., Suite 225, Clearwater, Florida 34619.

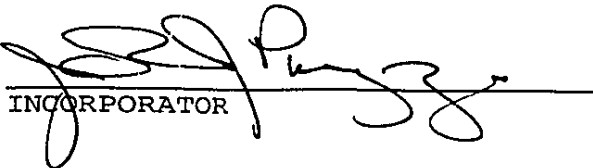
ARTICLE 8.
Powers and Rights of Shareholders

8.1) Pre-emptive Rights. The holders of the common stock of this corporation shall have pre-emptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The pre-emptive right of any holder is determined by the ratio of the holder of all shares of common stock currently authorized (authorized and issued).

8.2) Method of Voting. The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

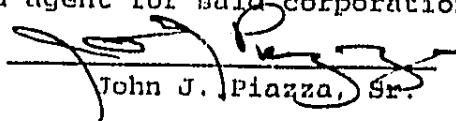
ARTICLE 9.
Amendments

9.1) Amendments to Articles of Incorporation. The corporation reserves the right from time to time to amend, alter, or repeal, or to add any provision to, its Articles of Incorporation, in any manner now or hereafter prescribed or permitted by the provisions of Chapter 607 of Florida Statutes, or any amendment thereto, or by the provisions of any other applicable statute of the State of Florida; and all rights conferred upon stockholders by these Articles of Incorporation or any amendment hereto are granted, subject to this reservation.

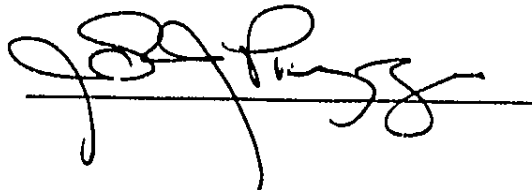

INCORPORATOR

"I hereby am familiar with and accept the duties and
responsibilities as registered agent for said corporation."

April 8, 1996
(DATE)


John J. Piazza, Sr.

IN WITNESS WHEREOF, The undersigned has made and subscribed
to these Articles of Incorporation at Clearwater, Florida on the
8th day of April, 1996.



STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared
John J. Piazza, Sr., who is to me well known to be the person
described and who subscribed the above Articles before me
according to law that he made and subscribed the same for the
uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my
official seal, at Clearwater in said County and State this 8th
day of April, 1996.


Notary Public

My commission expires:



ELEANOR R BORTOLUS
My Commission OC401401
Expires Sep. 16, 1998