

P960000 39738

TRANSMITTAL LETTER

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

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SUBJECT: THE PERFECT SOLUTION ASSISTED LIVING SERVICES INC.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the
above corporation and check in the amount of \$ 70.00

FROM:

Name R.W. FROST ACCOUNTING
Address 110 CROTON AVE.
LANTANA, FL. 33462
City, State, & Zip
(407) 533-5435
Telephone Number

Dmy
5/8/96

RECEIVED
DIVISION OF STATE
TALLAHASSEE, FLORIDA

56 MAY -3 AM 11:29

FILED

Note: Additional copy of articles is needed only when certified copy is requested.

FILED

96 MAY -3 AM 11:29

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

THE PERFECT SOLUTION ASSISTED LIVING SERVICES, INC.

The undersigned Subscriber, acting as Incorporator of a Corporation (hereinafter referred to as the Corporation), under the provisions of the statutes of the State of Florida, does hereby make, subscribe, acknowledge and file the following Articles of Incorporation.

ARTICLE I

1.1) NAME: The name of the Corporation is:

THE PERFECT SOLUTION ASSISTED LIVING SERVICES INC.

ARTICLE 2.

2.1) PURPOSES: The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3.

3.1) NUMBER OF AUTHORIZED SHARES: The aggregate number of shares of Capital Stock which the Corporation shall have authority to issue shall be one thousand shares of common stock of a par value of one dollar (1.00) per share.

3.2) PAYMENT FOR SHARES: The consideration for the issuance of shares of Capital Stock of the Corporation may be paid, in part or in whole, in money, in other property tangible, intangible, or in labor or services actually performed for the Corporation. When payment of the consideration for which such shares are to be issued shall have been received by the Corporation, such shares are to be deemed to be fully paid and non-assessable. In the absence of fraud in the transaction, the judgement of the Board of Directors or the Stockholders, as the case may be, as to the value of the consideration received for such shares shall be conclusive.

ARTICLE 4.

DATA RESPECTING DIRECTORS

4.1) INITIAL BOARD OF DIRECTORS: The first Board of Directors of the Corporation shall consist of three members who need not be residents of the State of Florida nor Stockholders of the Corporation.

4.2) NAMES AND ADDRESSES: The names and street addresses of the members of the first Board of Directors who shall hold office until the first annual meeting of Stockholders or until their successors shall have been selected or appointed and have qualified are:

MARGARET E. STEINBERGER 14915 HORSESHOE TRACE, W. PALM BEACH
FLORIDA, 33414

JOHN H. FLANAGAN 1706 NO. LAKESIDE DRIVE, LAKE WORTH, FL.
RONALD W. FROST 110 CROTON AVENUE, LANTANA, FLORIDA, 33462

4.3) INCREASE OR DECREASE OF DIRECTORS: The number of directors may be increased or decreased from time to time by amendment of the By-Laws, but no decrease shall (a) have the effect of shortening the term of any incumbent Director, or (b) reduce the number of Directors to less than one.

ARTICLE 5.

5.1) SUBSCRIBERS: The name and street address of the subscriber to these Articles of Incorporation is:

RONALD W. FROST 110 CROTON AVENUE, LANTANA, FLORIDA 33462

ARTICLE 6.

PROVISIONS FOR REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION

6.1) MEETINGS OF STOCKHOLDERS: Meetings of the Stockholders of the Corporation may be held at such place, either within or without the State of Florida, as may be provided by the By-Laws. In the absence of any such provisions, all meetings shall be held at the principal office of the Corporation.

6.2) MEETINGS OF DIRECTORS: Meetings of the Board of Directors of the Corporation, annual, regular, or special, may be held either within or without the State of Florida.

6.3) BY-LAWS: The initial By-Laws of the Corporation shall be adopted by it's Board of Directors. The power to alter, amend or repeal the By-Laws, or to adopt new By-Laws, shall be vested in the Board of Directors. The By-Laws may contain any provisions for the regulation, management and government of the business, affairs and property of the Corporation not inconsistent with the laws of the State of Florida, or these Articles of Incorporation.

6.4) INTEREST OF DIRECTORS IN CONTRACTS: Any contract or other transaction between the Corporation and one or more of it's Directors, or between the Corporation and any firm, organization, association, corporation or other legal entity of which one or more of it's employees, or in which he or they are otherwise interested, shall be valid for all purposes. Notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation on such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the Board of Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. This provision shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE 7.

7.1) AMENDMENTS TO ARTICLES OF INCORPORATION:

The Corporation reserves the right from time to time to amend, alter or repeal, or to add any provisions to it's Articles of Incorporation (as now constituted or hereafter amended) in any manner now or hereafter prescribed or permitted by the Florida Statutes, or any amendment thereto any or all rights conferred upon Stockholders by these Articles of Incorporation (as now constituted or hereafter amended) are granted subject to this reservation.

ACCOUNTING OFFICES OF

R. W. FROST

BY:

Ronald W. Frost

FILED

96 MAY -3 AM 11:29

DEPT. OF REVENUE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR PLACE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA NAMING AGENT FOR THE STATE
WHICH PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091 FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

THE
FIRST-PERFECT SOLUTION ASSISTED LIVING SERVICES INC
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE
OF FLORIDA WITH IT'S PRINCIPAL PLACE OF BUSINESS AT
5490 PURDY LANE, WEST PALM BEACH, FLORIDA 33415

HAS NAMED ACCOUNTING OFFICES OF RONALD W. FROST, 110 CROTON
AVE., LANTANA, FLORIDA 33462, STATE OF FLORIDA,
AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Margaret E. Steinberger

TITLE VICE-PRESIDENT

DATE 4/30/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFI-
CATE DESIGNATED BUSINESS HEREBY AGREES TO ACT IN THIS
CAPACITY AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS
OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PER-
FORMANCE OF IT'S DUTIES.

SIGNATURE Ronald W. Frost

DATE 4/30/96

State of Florida)
County of Palm Beach)

I hereby certify that on this day, before me, a Notary Public duly authorized to take acknowledgements, personally appeared Ronald W. Frost, well known by me to be the owner of the above named Accounting Offices, described as Incorporator and Subscriber who male, subscribed and knowledged before me that he acknowledges executing the same freely and voluntarily under authority duly invested in him.

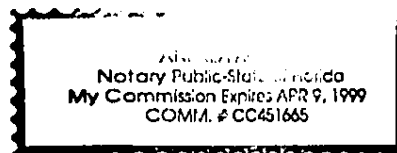
RAPL F623-739-30-225-0 ex:87

WITNESS my hand and official seal in the County and State last aforesaid this 29th day of April 1996, A.D.

Andrea Aljeter

NOTARY PUBLIC

MY COMMISSION EXPIRES:



P96000039738

David A. Wolfson, P.A.
Attorney At Law
P.O. Box 105018
Miami, Florida 33110-5018

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*****35.00 *****35.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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RAC.

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96 DEC 16 AM 8:47

DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 31, 1996

David A. Wolfson, P.A.
P.O. Box 165818
Miami, FL 33116-5818

SUBJECT: THE PERFECT SOLUTION ASSISTED LIVING SERVICES INC.
Ref. Number: F96000039738

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The fee to change the registered agent is \$35.

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) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 196A00057863

1a. The name of the corporation is: The Perfect Solution Assisted Living
Services, Inc.

1b. The mailing address of the corporation is : 5420 Purdy Lane
West Palm Beach, Florida 33415

1c. Date of incorporation: May 3, 1996 Document number: P960000-19738

2. The name and address of the current registered agent and office:

R.W. Frost
110 Croton Ave.
Lantana, Florida 33462

3. The name and address of the new registered agent and office:(P.O. Box Not Acceptable)

David A. Wolfson
15321 S. Dixie Hwy., Suite 209
Miami, Florida 33157

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

James H. Hays
(Signature of an officer, chairman or
vice chairman of the board)

June 17, 1946
(Date)

John Flanagan
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

(Signature of Registered Agent)

6-12-96
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

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