

P96000045672

A. NEIL BECKER
1111 S. FEDERAL HIGHWAY, SUITE 226
STUART, FL 34994

MAY 17, 1995

SANDRA B. MORTHAM, SECRETARY OF STATE
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P. O. BOX 1500
TALLAHASSEE, FL 32302-1500

000001835190
-05/22/96--01097--009
*****70.00 *****70.00

DEAR MADAM:

ENCLOSED PLEASE FIND A CHECK IN AMOUNT OF SEVENTY DOLLARS,
(\$70.00) FOR THE FILING FEE FOR THE INCORPORATION OF SENIOR
SERVICES, *LNO.*

SINCERELY,

AB
A. NEIL BECKER

FILED
96 MAY 22 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAY 22 1995

FILED
96 MAY 22 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SENIOR SERVICES, INC

The undersigned, a subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation shall be:

SENIOR SERVICES, INC

PURPOSES

The general nature of the business to be transacted by this Corporation is:

- (1) To design, construct, and develop institutional dwellings primarily for seniors citizens but not limited to senior citizen structures.
- (2) To engage in capital ventures and business enterprises of all kinds, whether as a promoter, partner, member, or associate, broker or as a member of such enterprises.
- (3) To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.

ARTICLE III. POWERS

This corporation shall have the following powers:

- (1) To do each and everything necessary, suitable or proper for the accomplishment of any one or more of the foregoing purposes or the attainment of any one or more of the foregoing objects or conducive to or expedient for the interest or benefit of the corporation and to contract accordingly, and, in addition, to exercise and possess all powers, rights and privileges necessary or incidental to the purposes for which the corporation is organized or to the activities in which it is engaged and any other rights.

- (2) To have and exercise, in addition to the foregoing, all powers, privileges and rights conferred on ordinary corporations by the laws of the State and all powers and rights incidental or conducive to carrying out the purposes for which this Corporation is formed, except such as are inconsistent with the express provisions of the act under which this Corporation is incorporated, and to do any such thing anywhere, and the enumeration of the foregoing powers shall not be held to limit or restrict in any manner the general powers which may be law or passed by this corporation, all of which are hereby expressly claimed.

ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to have One thousand (1000) shares of common stock at thirty cents (\$0.30) per share par value which shares shall be designated "Common Shares".

The Corporation is authorized to issue up to 1000 Common Shares.

DIVIDEND RIGHTS

All shares of common stock are entitled to share equally on per share basis in such dividends as the BOARD OF DIRECTORS may declare from sources legally available therefore.

LIQUIDATION RIGHTS

Upon liquidation, partial return of capital, or dissolution of the corporation, whether voluntary or involuntary, all shares of common stock are entitled to shares equally in the assets available for distribution to common stockholders after payment of all prior obligations of the corporation.

ARTICLE V. DENIAL OF PREEMPTIVE RIGHTS

No holder of any share of the Corporation shall, because of his ownership of shares, have a preemptive or other right, to purchase, subscribe for or take any part of any shares or any part of the notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase shares of the Corporation issued, optioned or sold by the Corporation, whether the shares be authorized by this Article of Incorporation or be authorized by an amended article duly filed and in effect at the time of the issuance or sale of such shares or of such notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase shares of the Corporation. Any part of the shares authorized by this Article of Incorporation, or by amended Article duly filed, or any part of the notes, debentures, bonds

or other securities convertible into or carrying options or warrants to purchase shares of the Corporation may at any time be issued, optioned for sale and sold or disposed of by the Corporation pursuant to resolution of its Board of Directors to such persons and upon such terms and conditions as may, to such Board, seem proper and advisable without first offering to existing shareholders the said shares or the said notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase shares of the Corporation, or any part of any thereof.

ARTICLE VI. INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is not less than Three Hundred Dollars (\$300.00).

ARTICLE VII. TERM OF EXISTENCE

This Corporation is to exist in perpetuity.

ARTICLE VIII. ADDRESS

The street address of the principal office of this company in this State is 1111 South Federal Highway, Suite 224, Stuart, Florida 34994.

ARTICLE IX. DIRECTORS

This Corporation shall have not less than one Director. The number of Directors may be increased or decreased from time to time by the by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE X. INITIAL DIRECTOR AND SUBSCRIBER

The name and address of the initial Director and Subscriber of the Corporation is:

NAME

ADDRESS

A. NEIL BECKER

1111 South Federal Highway. Suite 226
Stuart, Florida 33494-3802

ARTICLE XI. AMENDMENTS

These Article of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereof, unless all of the directors and all of the stockholders sign a written statement manifesting their attention that a certain amendment of these Article of Incorporation be made.

IN WITNESS WHEREOF, the subscribing incorporator has herunto set his hand and seal this 30TH DAY OF OCTOBER 1995.

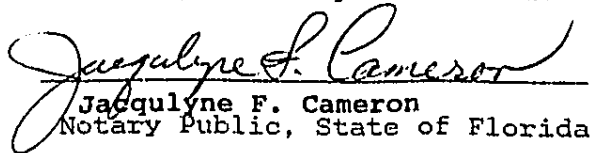


A. NEIL BECKER
Incorporator

STATE OF FLORIDA

COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 17th day of MAY 1996 by A. NEIL BECKER who is personally known to me and who did take an oath.



Jacquelyne F. Cameron
Notary Public, State of Florida

My Commission Expires: Jan. 27, 1998



JACQUELYNE CAMERON
My Commission CC344828
Expires Jan. 27, 1998
Bonded for \$10,000
600-488-1111

FILED
96 MAY 22 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Services of Process Within the State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

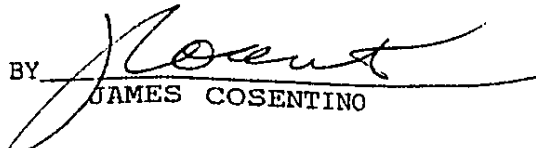
The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

A corporation organized (or organizing) under the laws of the State of Florida with the principle office at 1111 SOUTH FEDERAL HIGHWAY, SUITE 224, STUART, FL 34494 has named James Cosentino as its agent to accept services of process within this state at the above listed address.

Officers:

NAME	TITLE	SPECIFIC ADDRESS
A. NEIL BECKER	DIRECTOR	1111 S. FEDERAL HIGHWAY STUART, FL 33494-3802

BY


JAMES COSENTINO

ACCEPTANCE:

FILED
96 MAY 22 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Services of Process Within the State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

A corporation organized (or organizing) under the laws of the State of Florida with the principle office at 1401 SOUTH FEDERAL HIGHWAY, SUITE 116, STUART, FL 34494 has named James Cosentino as its agent to accept services of process within this state at the above listed address.

Officers:

NAME	TITLE	SPECIFIC ADDRESS
A. NEIL BECKER	DIRECTOR	1111 S. FEDERAL HIGHWAY STUART, FL 33494-3802

BY


A. NEIL BECKER

ACCEPTANCE: