

MAY-30-96 THU 7:16 AM

P. 1

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THREE SHEETS OF PAPER FOR E-FILE COVER SHEET OF E-FILE FORMS FILING DEPARTMENT OF STATE
 9:19 AM FAX (904) 922-4000 PHONE: (904) 385-6735 FAX: (904) 385-6761
 FT LAUDERDALE 33411 TALLAHASSEE, FL 32399 CONTACT: TEREUA ROMAN
 ((H96000007568)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
 NAME: SOUTH BEACH SENIOR LIVING, INC. FAX AUDIT NUMBER: H96000007568
 CURRENT STATUS: REQUESTED DATE REQUESTED: 05/30/1996 TIME REQUESTED:
 09:19:29 CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0 NUMBER OF
 PAGES: 3 METHOD OF DELIVERY: MAIL ESTIMATED CHARGE: \$70.00
 ACCOUNT NUMBER: 072720000101 Note: Please print this page and use it as a cover
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 ((H96000007568)) ** ENTER 'M' FOR MENU. **

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5/30

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 96 MAY 30 AM 10:45
 DIVISION OF CORPORATIONS

MAY-30-96 THU 7:47 AM
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P. 2

96 MAY 30 PM 12:43
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

SOUTH BEACH SENIOR LIVING, INC.

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation is SOUTH BEACH SENIOR LIVING, INC.

ARTICLE II

This corporation may engage in any activity of business permitted under the laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one hundred (100) shares of common stock, each share having the par value of \$5.00 per share.

ARTICLE IV

The amount of capital with which this corporation shall begin business is \$200.00.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The initial street address of the principal office of this corporation is: 5355 South A1A Highway, Melbourne Beach, Florida 32951

H9600007568

Laurance John Miano, Esq.
110 SE 6th Street
Ste. 1620
Fort Lauderdale
Fla BAR # 149160
954-483-3665

MAY-30-96 THU 7:48 AM
H9600007567

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ARTICLE VII

The corporation shall have ONE director(s) initially, whose names and street addresses are as follows:

LUCILLE A. MIANO
5355 South A1A Highway
Melbourne Beach, Florida 32951

ARTICLE VIII

The names and street addresses of the subscribers to these Articles of Incorporation are as follows:

LUCILLE A. MIANO
5355 South A1A Highway
Melbourne Beach, Florida 32951

ARTICLE IX

The name and address of the Registered Agent of this corporation is as follows:

LUCILLE A. MIANO
5355 South A1A Highway
Melbourne Beach, Florida 32951

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 19 day of May, 1996.

Lucille A. Miano

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MAY-30-96 THU 7:49 AM

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DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of Florida Statute §807.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida:

The name of the corporation is: **SOUTH BEACH SENIOR LIVING, INC.**

The name of the Registered Agent is:

LUCILLE A. MIANO

The address of the Registered Agent/registered office is:

**5355 South A1A Highway
Melbourne Beach, Florida 32951**

ACCEPTANCE

Having been named as Registered Agent and designated to accept service of process for the above corporation, I hereby accept this appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all Statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Lucille A. Miano

**LUCILLE A. MIANO
Registered Agent for
South Beach Senior
Living, Inc.**

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96 MAY 30 PM 12:43
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TALLAHASSEE, FLORIDA

HP6000007568

P96000045859

Lawrence John Miano, P.A.

Attorney & Counsellor at Law

110 TOWER SUITE 1630
110 SOUTHEAST 8TH STREET
FORT LAUDERDALE, FLORIDA 33301
TELEPHONE: (954) 463-3666

MEMBER
FLORIDA, NEW YORK
& WASHINGTON, D.C.
BAR ASSOCIATIONS

September 6, 1996

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

600001 342696
-09/09/96--01062--020
*****35.00 *****35.00

ATTN: AMENDMENTS

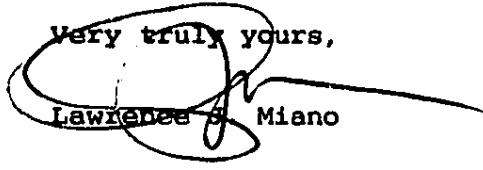
Re: South Beach Senior Living, Inc.
Amendment to Change Name

Dear Sir/Madam:

Enclosed please find Articles of Amendment to Articles of Incorporation for the above referenced, together with a check in the amount of \$35.00 to cover the fee for filing same.

Please do not hesitate to contact my office if you have any questions or require anything further. Thank you for your prompt attention to this matter. Hoping all is well with you and yours, I remain

Very truly yours,



Lawrence J. Miano

SH 9/12

FILED
96 SEP -9 PM 4: 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
65 SEP -9 PM 4:01
TALLAHASSEE, FLORIDA

SOUTH BEACH SENIOR LIVING, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE 1 - Articles of Incorporation of South Beach Senior Living, Inc.
is hereby amended to change name to South Beach Adult Home, Inc.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 7-8-96

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
young group

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 8th day of July, 19 96

Signature


(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Lucille Miano

Typed or printed name

Chairman of the Board of Directors, President, owner

Title

96000045859

August 11, 1997

5355 South A1A Hwy.
Melbourne Beach, Florida 32951
Telephone: 407-951-1855

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

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

Re: Dissolution of Incorporation
South Beach Adult Home, Inc.
Filed: 5/30/96
Document #96000045859

Dear Sir/Madam:

In accordance with section 607.1401 of the Florida Statutes,
enclosed please find the Articles of Dissolution for South
Beach Adult Home, Inc.

Should you have any questions, please do not hesitate to
call me.

Thanking you, in advance, for your attention in this matter.

Sincerely,

Lucille A. Miano

Lucille A. Miano

Enclosure

97 AUG 15 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

JAL
8/22

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ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: SOUTH BEACH ADULT HOME, INC.

SECOND: The articles of incorporation were filed on: 5/30/96

THIRD: (CHECK ONE)

- None of the corporation's shares have been issued.
- The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

- A majority of the incorporators authorized the dissolution.
- A majority of the directors authorized the dissolution.

Signed this 8th day of AUGUST, 1997

Signature Lucille A. Miano
(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

LUCILLE A. MIANO

(Typed or printed name)

PRESIDENT /DIRECTOR/TREASURER

(Title)

