

ESTABLISHED 1966

E. G. (DAN) BOONE
JEFFERY A. BOONE
STEPHEN K. BOONE
CHARLES D. HINKS
JOHN B. KODA

P96000050646

LAW OFFICE
BOONE, BOONE & BOONE, P.A.

P. O. BOX 1880

VENICE, FLORIDA 34284

ESTABLISHED 1966

STREET ADDRESS:
1001 AVENIDA DEL CINCO 34806
TELEPHONE (941) 408-0715
FAX (941) 408-7079

June 11, 1996

VIA UPS OVERNIGHT

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: OAK MANOR II, INC.; and
SENIOR SERVICES, INC.

Dear Sir:

We enclose original and one copy of Articles of Incorporation for each of the above-referenced corporations. Also enclosed is our check in the amount of \$245.00 to cover the cost of these filings.

Filing Fee (2)	\$ 70.00
Registered Agent Designation (2)	70.00
Certified Copy of Articles (2)	105.00
Total Filing Fees	\$245.00

EFFECTIVE DATE

6-10-96

The beginning date for both corporations is June 10, 1996.

Please return a certified copy of each set of Articles of Incorporation to our office at the post office box listed above.

Thank you for your attention to this matter.

Very truly yours,

Stephen K. Boone

Stephen K. Boone

JUN 13 1996

BSB

psf
enclosures

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812-9312

95 JUN 12 PM 2:03
TALLAHASSEE, FLORIDA
FBI

ARTICLES OF INCORPORATION
OF
OAK MANOR II, INC.

96 JUN 12 PM 2:03
TALLAHASSEE, FLORIDA

ARTICLE I.
CORPORATE NAME

EFFECTIVE DATE
6-10-96

The name of this corporation is:
OAK MANOR II, INC.

ARTICLE II.
NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III.
CAPITAL STOCK

A. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be in money, property, or services. The board of directors shall determine the reasonable value of all consideration, other than money, paid for such shares, and their determination, made in good faith, shall be final and conclusive as to such value.

B. The corporation is authorized to issue only two classes of stock. The only difference in classes of stock is voting rights. Class A stock shall be voting stock; Class B stock

shall be non-voting stock. All issued stock shall be held of record by not more than thirty-five (35) persons. Stock will be issued and transferred only to (i) natural persons, (ii) estates, or (iii) a trust defined in Section 1361(c)(2) (or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a nonresident alien.

ARTICLE IV.
BEGINNING DATE AND TERM OF EXISTENCE

The beginning date of this corporation shall be June 10, 1996, and it shall exist perpetually.

ARTICLE V.
ADDRESS

The initial mailing address of the principal office of this corporation is: 880 East Baffin Drive, Venice, Florida 34293. The directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI.
DIRECTORS

This corporation shall have two (1) director initially. The number of directors may be increased or decreased from time to time by Bylaws adopted by the directors.

ARTICLE VII.
INITIAL DIRECTORS AND OFFICERS

The names and post office address of the members of the first Board of Directors and first Officers are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Matthew A. Brown	880 East Baffin Drive Venice, Florida 34293	Director/ President/ Secretary

ARTICLE VIII.
SUBSCRIBERS


The names and addresses of all the subscribers to the stock of this corporation, together with the number of shares and class of stock each agrees to take, are:

<u>Name</u>	<u>Address</u>	<u># Of Shares and Class</u>
Matthew A. Brown	880 East Baffin Drive Venice, Florida 34293	100 Class A

ARTICLE IX.
REGISTERED AGENT


The initial registered agent and the address of his office is: Matthew A. Brown
880 East Baffin Drive
Venice, Florida 34293

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 10th day of June, 1996.


MATTHEW A. BROWN, Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned, who has been designated registered agent and to accept service of process for the above corporation, affirms that his name is MATTHEW A. BROWN, and the address for the registered office of the corporation is 880 East Baffin Drive, Venice, Florida 34293. 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 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.


Matthew A. Brown, Registered Agent

FILED
JUN 12 PM 2:04
CLERK OF THE COURT
STATE
OF FLORIDA

STATE OF FLORIDA)
COUNTY OF SARASOTA)

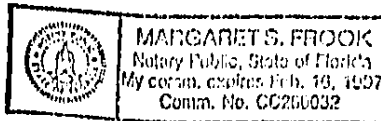
I HEREBY CERTIFY that the foregoing Articles of
Incorporation were acknowledged before me this 15th day of June,
1995, by MATTHEW A. BROWN, the Incorporator, who is personally
known to me or who produced Florida drivers license as
identification.

NOTARY PUBLIC

Sign Margaret S. Frook
Print MARGARET S. FROOK

(SEAL)

My Commission Expires:



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