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WILLIAM F. SIMONET, P.A.
ATTORNEY AND COUNSELLOR AT LAW

GENERAL PRACTICE
REAL PROPERTY AND PROBATE LAW
COMMERCIAL LAW
FAMILY LAW
APPEALS

400 NORTH PEEL CREEK AVE.
ORLANDO, FLORIDA
32803-8432
TELEPHONE (407) 898-3253
FAX (407) 898-3238

June 26, 1996

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-06/28/96--01096--012
****122.50 ****122.50

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

Re: LA BON VIE OF WINTER PARK, INC.

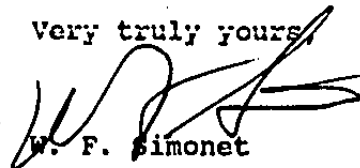
Gentlemen: In English: The Good life of Winter Park, Inc.

Enclosed please find the original and one copy of the Articles of Incorporation and Certificate Designating Place of Business or Domicile, regarding the above named corporation.

Enclosed also find my office check in the amount of \$122.50 to cover the capital stock tax, filing fee, certified copy of the Articles of Incorporation and designation of Registered Agent.

Thank you for your cooperation.

Very truly yours


W. F. Simonet

WFS:lye
Enclosures

Laura Vandli Evans GAVE
AUTHORIZATION BY PHONE TO
CORRECT Corp Name
DATE 7-2-96
DOC. EXAM KE

96 JUN 28 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

7-2-96
KR

ARTICLES OF INCORPORATION

OF

LA BON VIE OF WINTER PARK, INC.

FILED

96 JUN 28 PM 3:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is **LA BON VIE** OF WINTER PARK, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida, and to effectuate such purposes, may act in any capacity including as agent or attorney in fact for any person or entity.

ARTICLE III. DURATION

This corporation shall have perpetual existence commencing on the date of filing with the Secretary of State of Florida.

ARTICLE IV. CAPITAL STOCK

The amount of capital stock of this corporation shall be 7,500 shares of One (\$1.00) par value common stock.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 400 North Fern Creek Avenue,

Orlando, Florida 32803 and the name of the initial registered agent at that address is W. F. SIMONET.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may either be increased or diminished from time to time by the By-laws but shall never be less than one. The name and address of the initial director is:

W.F. SIMONET, 400 N. FERN CREEK AVENUE, ORLANDO, FL 32803

ARTICLE VII. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: W. F. SIMONET, 400 N. Fern Creek Avenue, Orlando, Florida 32803.

ARTICLE VIII. PRINCIPAL OFFICE

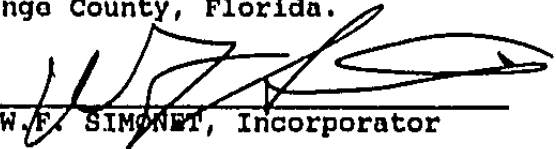
The principal place of business and mailing address of this corporation shall be:

400 N. FERN CREEK AVENUE, ORLANDO, FL 32803

ARTICLE IX. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them and any right conferred upon the shareholders is subject to this reservation.

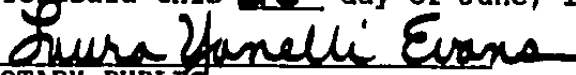
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 26 day of June, 1996, at Orlando, Orange County, Florida.


W.F. SIMONET, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared W. F. SIMONET, after being first duly sworn, deposes and says that he has read the same and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the State and County aforesaid this 26 day of June, 1996.

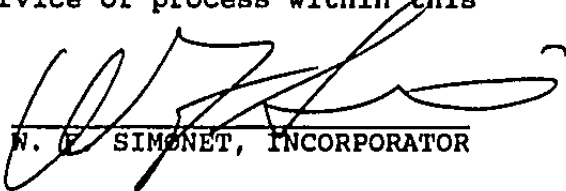

NOTARY PUBLIC
MY COMMISSION EXPIRES:



LAURA YANELLI EVANS
COMMISSION # CC 814878
EXPIRES DEC 03, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, 1, INC. is desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in Orlando, Orange County, Florida, has named W. F. SIMONET, located at 400 North Fern Creek Avenue, Orlando, Florida, which is located in Orange County, Florida, as its agent to accept service of process within this state.


W. F. SIMONET, INCORPORATOR

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


W. F. SIMONET
REGISTERED AGENT

FILED
96 JUN 28 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000056083

WILLIAM F. SIMONET, P.A.
ATTORNEY AND COUNSELOR AT LAW

GENERAL PRACTICE
REAL PROPERTY AND PROBATE LAW
COMMERCIAL LAW
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APPEALS

400 NORTH FERN CREEK AVE.
ORLANDO, FLORIDA
32803-5432
TELEPHONE (407) 898-3233
FAX (407) 898-3238

July 17, 1996

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

800001899198
-07/19/96--01024--007
*****70.00 *****70.00

Re: La Bon Vie of Winter Park, Inc.

Gentlemen,

Enclosed herewith is a Certificate of Amendment to Articles of Incorporation of La Bon Vie of Winter Park, Inc. to change its name to La Bonne Vie of Winter Park, Inc. together with the Articles of Amendment to Articles of Incorporation. We are also enclosing our check for \$70.00 including a \$35.00 filing fee and \$35.00 for issuance of a Certificate of the Amendment.

Please forward the Certificate as soon as possible.

Very truly yours,

W.F. Simonet

WFS/lye
Enclosures

FILED
96 JUL 18 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/c

JUL 24 1996

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
LA BON VIE OF WINTER PARK, INC.

FILED
JUL 18 PM 2:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the vote of all stockholders of La Bon Vie of Winter Park, Inc. which stockholders consist of less than 35 persons, stockholders unanimously adopted a resolution amending Article I of the Articles of Incorporation to read as follows:

ARTICLE I. NAME

The name of this corporation is LA BONNE VIE OF WINTER PARK, INC.

Said amendment was adopted unanimously by the stockholders of the corporation meeting after due notice of the intent to amend the Articles of Incorporation. The meeting took place at 400 N. Fern Creek Avenue, Orlando, FL 32803 on July 10, 1996.

Dated July 10, 1996

Mabel I. Wagner
MABEL WAGNER, Secretary

LA BON VIE OF WINTER PARK, INC.