

DAVID K. WITTEK

DAVID K. WITTEK
PROFESSIONAL ASSOCIATION
ATTORNEY AND COUNSELOR AT LAW

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July 2, 1996

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

Attn: New Filing Department

Re: Ventas Fenix, Inc.

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation for Ventas Fenix, Inc. along with our check in the amount of \$70.00. Please file the Articles and provide me with proof of filing together with a Certificate of Filing at your earliest convenience. Please advise if any additional information is required. Thank you for your assistance in this matter.

Sincerely,


David K. Wittek

DKW:dls

cc: Mr. Scott Hall
Mr. Paul Schauer
Mr. Mario Ibanez

RECEIVED
DIVISION OF CORPORATIONS
JUL 5 PM 9:42

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**ARTICLES OF INCORPORATION
OF
VENTAS FENIX, INC.**

66-21-5
RECEIVED
JAN 9-12
SECRETARY OF STATE

The undersigned subscriber of 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 VENTAS FENIX, INC. The principle address for the corporation is 8962 S.W. 52nd Place, Cooper City, Florida 33328.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is to engage in all lawful businesses, including all powers necessary or convenient to effect it purpose.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of Class A Common Stock with a par value of \$5.00. The issuance of said Class A Common Stock will be according to the following percentages:

Fifty-One (51%) percent to Mario J. Ibanez
Twenty- Five (25%) percent to Scott Hall
Twenty-Four (24%) percent to Paul Schauer

ARTICLE V. VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Stock of the corporation.

ARTICLE VI. INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

Mario J. Ibanez
8962 S. W. 52nd Place
Cooper City, FL 33328

ARTICLE VII. RESTRICTIONS ON TRANSFER OF STOCK

This corporation is authorized to place restrictions upon any stock authorized or issued by this corporation and to enter into agreement with stockholders concerning any stock authorized or issued by this corporation in the following respects:

1. The transferability of assignment of such stock.
2. The preemptive right of the corporation or other stockholders to purchase such stock as a condition precedent to its issue, transfer or assignment.
3. The redemption or purchase of such stock by the corporation.
4. The sale, pledge, and involuntary transfer of such stock.

ARTICLE VIII. INITIAL REGISTERED OFFICE, REGISTERED AGENT AND RESIDENT AGENT

The street address of the initial registered office of this corporation is 326 North Ferncreek Avenue, Orlando, Florida 32803. The name of the initial Registered Agent and Resident Agent of this corporation is DAVID K. WITTEK.

ARTICLE IX. INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one(1). The names and addresses of the initial directors of this corporation are:

F. Scott Hall
501 S. Faulkenburg Road
Unit C-8
Tampa, FL 33619

Paul A. Schauer
716 B Industry Road
Longwood, FL 32750

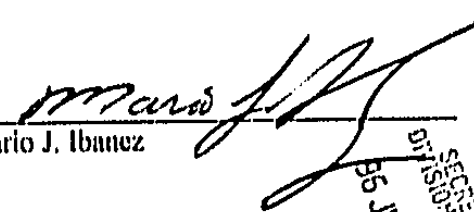
Mario J. Ibanez
8962 S.W. 52nd Place
Cooper City, FL 33328

This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE X. AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24 day of June, 1996, this date the undersigned adopts these Articles of Incorporation.


Mario J. Ibanez

STATE OF FLORIDA)
COUNTY OF Broward)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MARIO J. IBANEZ, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed said Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid this 26th day of JUNE, 1996.



RAYMOND M. LOPEZ
COMMISSION # 0048878
EXPIRES OCT 08, 1999
BONDED THRU
ATLANTIC UNION IND. CO. INC.
ACCEPTANCE


Notary Public

I HEREBY ACCEPT the appointment to act in the capacity of Registered Agent and Resident Agent and agree to comply with the provisions of the laws of the State of Florida relative to keeping said office open.


David K. Wittek

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared DAVID K. WITTEK, to me known to be the person who

executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed said Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid this 20th day of July, 1996.

Diane L. Spanich
Notary Public



DIANE L. SPANICH
My Commission 00881848
Expires May, 01, 2000