P960000 57351

(SAMPLE LETTER OF TRANSMITTAL)

DATE 7/2/96

FILED
96 JUL -5 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Re: Golden Leaf Assisted Living, Inc.
(Name of Corporation)

700001885007
-07/05/96--01040--020
****122.50 ****122.50

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of $122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours.

Lovett L. Williams

Lovett L. Williams
(Individual's Name)

Golden Leaf Assisted Living Inc.
(Name of Corporation)

478 E. Altamonte Dr.
#108-255
Altamonte Springs, FL 32701

MAILING ADDRESS OF CORPORATION

Golden Leaf Assisted Living Inc.
1229 Formosa Avenue
Winter Park, Florida 32789

PHONE

(407) 327-25-76-Home 896-88-10 Facility N/A
Area Code Number Ext.

Seminole Form 215: Trans. Letter (0195)

SN JUL - 8 1996

ARTICLES OF INCORPORATION

of

Golden Leaf Assisted Living Inc.

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Golden Leaf Assisted Living Inc.

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TALLAHASSEE, FLORIDA

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 100 / 800 LLW shares of common stock, par value $ ~~100.00~~ $1.00 LLW per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS		
1229 FORMOSA Avenue		
CITY Winter Park	FLORIDA	ZIP 32789

Mailing address, if different

STREET ADDRESS		
478 E. Altamonte Drive #108-255		
CITY Altamonte Springs	FLORIDA	ZIP 32701

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME LOVETT L. Williams		
ADDRESS 478 E. Altamonte Drive #108/255		
CITY Altamonte Springs	FLORIDA	ZIP 32701

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 (one) 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 director(s) of the corporation are as follows:

NAME	Lovett L. Williams		
ADDRESS	478 E. Altamonte Drive #108/255		
CITY	Altamonte Springs	STATE Florida	ZIP 32701
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Michael J. Johnson		
ADDRESS	478 E. Altamonte Drive #108-255		
CITY	Altamonte Springs	STATE Florida	ZIP 32701
NAME	Christopher O. Johnson		
ADDRESS	478 E. Altamonte Drive #108-255		
CITY	Altamonte Springs	STATE Florida	ZIP 32701
NAME			
ADDRESS			
CITY		STATE	ZIP

The undersigned incorporator(s) have executed these Articles of Incorporation this ~~July~~ 2nd day of July, 1996.

Lovett L. Williams (Signature)

Michael J. Johnson (Signature)

Christopher O. Johnson (Signature)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

Golden Leaf Assisted Living Inc.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation
at 478 E. Altamonte Dr. #108-255
Altamonte Springs, Florida 32701
has named Lovett L. Williams
located at the aforesaid address, as its registered agent to accept service of process within this state.

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

Lovett L. Williams — 7-2-96
(Signature) (Date)