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August 10, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: New Filing

Dear Madam/Sir:

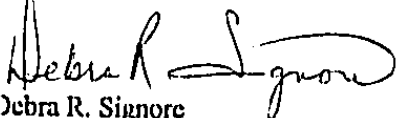
Enclosed please find Articles of Incorporation and Designation of Registered Agent for the proposed corporate entity, Serenity Gardens Assisted Living, Inc., along with the filing fee for \$122.50. If the documents are in order, please issue the certificate and return copies to the undersigned.

Thank you for your assistance in this matter.

EFFECTIVE DATE

8-9-96

Sincerely,



Debra R. Signore

2699 STIRLING RD^{NE} A302
DRS/sw

FT. LAUDERDALE, FL 33312- (954) 963-6114

FILED
55 AUG 13 PM 1:12
TALLAHASSEE, FLORIDA
STATE

cnc

AUG 15 1996 BSB

ARTICLES OF INCORPORATION
OF
SERENITY GARDENS ASSISTED LIVING, INC.

FILED
95 AUG 13 PM 1:12
CLERK OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
8-9-96

The undersigned incorporator, for the purposes of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is **Serenity Gardens Assisted Living, Inc.**

ARTICLE II - DURATION

This corporation shall exist perpetually. This corporation shall commence on the date of subscription and acknowledgment.

ARTICLE III - PURPOSE

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

ARTICLE IV - AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 5,000 shares of Common Stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgement of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 2699 Stirling Road, Suite A302, Ft. Lauderdale, Florida 33312.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation shall be: 2699 Stirling Road, Suite A302, Ft. Lauderdale, Florida 33312 and the registered agent at such office is Debra R. Signore.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of this corporation shall be two. The number of directors may be either increased or diminished from time to time, as provided in the Bylaws, but

shall never be less than one.

B. The name and address of the initial directors and officers of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Debra R. Signore	2699 Stirling Ave. Suite A302 Ft. Lauderdale, FL 33312	D, PRESIDENT
Angus C. Rogers	615-F Herndon Ave. Orlando, FL 32803	D, VP, SEC, TRES.

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the Shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the Shareholders if the Shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

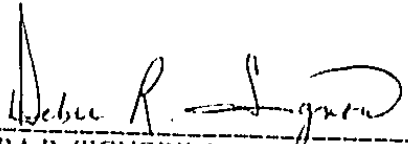
ARTICLE X - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Debra R. Signore

2699 Stirling Ave.
Suite A302
Ft. Lauderdale, FL 33312

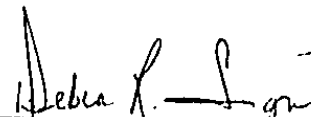
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9 day of August, 1996.


DEBRA R. SIGNORE, Incorporator

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent and to accept service of process for Serenity Gardens Assisted Living, Inc., at the place designated the Articles, 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.

8/9/96
Date


DEBRA R. SIGNORE, Registered Agent

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