

COMMERCIAL REALTY GROUP, INC.

P960000080981

September 26, 1996

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

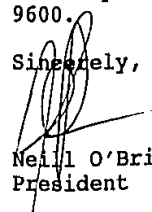
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Dear Sir:

Enclosed please find check #13505 in the amount of \$122.50 and check #13506 in the amount of \$122.50 for payment of fees to incorporate Senior Health Care Provider of Orlando, Inc. and Senior Health Care Provider of Winter Garden, Inc. Also enclosed are the Articles of Incorporation and the Certificate for Service of Process. I have included payment for a certified copy of the articles.

Should you have any questions, please give me a call at (407) 644-9600.

Sincerely,


Neil O'Brien, III
President

Enclosures

NO'B/cph

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 27 AM 10:15

140 N. Orlando Ave., Suite 270 • Winter Park, FL 32789
(407) 644-9600 • Fax (407) 628-4709

g 10/1/96

EFFECTIVE DATE

9/26/96

ARTICLES OF INCORPORATION

OF

SENIOR HEALTH CARE PROVIDER OF WINTER GARDEN, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLE I

Name. The name of this Corporation is: Senior Health Care Provider of Winter Garden, Inc.

ARTICLE II

Business and Activities. This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III

Capital Stock. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is one million (1,000,000) shares of common stock having .01 par value, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE IV

Term of Existence. This Corporation shall have perpetual existence.

ARTICLE V

Initial Registered Office and Agent. The street address of the initial registered office of this Corporation is 140 North Orlando Avenue, Suite 150, City of Winter Park, County of Orange, State of Florida, 32789 and the name of the initial registered agent of this Corporation at that address is Neill O'Brien, III.

ARTICLE VI

Preemptive Rights. Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done

without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

Number of Directors. The Board of Directors of this Corporation shall consist of at lease one (1) and not more than nine (9) Directors. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting. The Directors may authorize and require the payment of the reasonable expenses incurred by Directors in attending meetings of the Directors. Nothing in this Article shall be construed to preclude a Director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE VIII

Initial Board of Directors. The name and street address of each member of this Corporation's first Board of Directors are as follows:

NAME	ADDRESS
Neill O'Brien, III	140 North Orlando Avenue, Suite 150 Winter Park, Florida 32789

ARTICLE IX

Subscribers. The name, street address, and subscription rights of each subscriber to these Articles of Incorporation are as follows:

NAME	ADDRESS	NUMBER OF SHARES
Neill O'Brien, III	140 N. Orlando Avenue, Suite 150 Winter Park, Florida 32789	1,000

ARTICLE X

Incorporators. The name and street address of the Incorporators to these Articles of Incorporation are as follows:

NAME	ADDRESS
Neill O'Brien, III	140 North Orlando Avenue, Suite 150 Winter Park, Florida 32789

ARTICLE XI

Lost or Destroyed Certificates. Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this Corporation.


ARTICLE XII

Amendment. These Articles of Incorporation may be amended as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock issued and entitled to be voted, unless all of the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII

Commencement. Corporate existence shall commence at the time of the signing of the Articles of Incorporation in accordance with Florida Statutes, S607.167(1).

IN WITNESS WHEREOF, the undersigned do set their hands and seals and have under the laws of the State of Florida this 26th day of September, 1996.



NEILL O'BRIEN, III

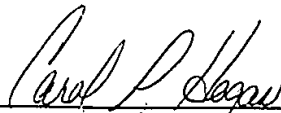
(SEAL)

STATE OF FLORIDA

COUNTY OF ORANGE

BEFORE ME, personally appeared NEILL O'BRIEN, III, to me known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purpose therein expressed.

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



Notary Public, State of Florida

My Commission Expires:



OFFICIAL SEAL
CAROL P. HOGAN
My Commission Expires
April 7, 1997
Comm. No. CC 275174

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, the
following is submitted, in compliance with said Act:
That Senior Health Care Provider of Winter Garden, Inc., desiring
to organize under the laws of the State of Florida with its
principal office, as indicated in the Articles of Incorporation, at
140 North Orlando Avenue, Suite 150, City of Winter Park, County of
Orange, State of Florida, has named Neill O'Brien, III, located at
140 North Orlando Avenue, Suite 150, City of Winter Park, County of
Orange, State of Florida, as its agent to accept service of process
within this State.

ACKNOWLEDGEMENT

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



NEILL O'BRIEN, III

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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