

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

P96000087836



PRENICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 131148 6221A

AUTHORIZATION : *Patricia Pajuste*

COST LIMIT : \$ 131.25

ORDER DATE : October 24, 1996

ORDER TIME : 10:03 AM

ORDER NO. : 131148-015

600001984916--9

CUSTOMER NO: 6221A

CUSTOMER: Ms. Becca Kennedy
ABEL BAND RUSSELL COLLIER
PITCHFORD & GORDON, CHARTERED
Barnett Bank Center, 8-10th Fl
240 South Pineapple Avenue
Sarasota, FL 34236-6737

DOMESTIC FILING

NAME: HANNA OAKS ALF, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

KR
10.24.96

FILED
96 OCT 24 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 OCT 24 AM 10:47
OFFICE OF THE CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HANNA OAKS ALF, INC.

FILED
96 OCT 24 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose 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:

HANNA OAKS ALF, INC.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 Shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 750 Starkey Road, Largo, Florida 34641.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 240 S. Pineapple Avenue, Tenth Floor, Sarasota, Florida 34236 and the registered agent at such office is Jan W. Pitchford.

ARTICLE VII - DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

Michael Moses	750 Starkey Road Largo, Florida 34641
Rex Paggeot	750 Starkey Road Largo, Florida 34641

ARTICLE VIII - 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 IX - INCORPORATOR

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

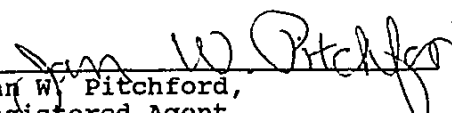
Jan W. Pitchford 240 S. Pineapple Avenue
Tenth Floor
Sarasota, Florida 34236

The undersigned has executed these Articles this 23rd day
of October, 1996.


Jan W. Pitchford
"INCORPORATOR"

Having been named as Registered Agent and to accept service of
process for HANNA OAKS ALF, INC. at the place designated in 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.

10/23/96
Date


Jan W. Pitchford,
Registered Agent