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GARY A. BARRIS
NANCY I. GORDON

WRITTEN DIRECT MAIL

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 29 AM 9:01

MICHAEL M. SMITH
ANDREW H. PRUSSACK
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ALVIN T. WONG
SEATON D. PURDOM
CHARLES N. BOWEN
JAMES A. HYSTROM
ANNA MARIE BACON-TINGLEY
SOPHIA L. HERBERT-PETERSON
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VIPANJ B. PATEL
MICHELLE M. KENYON

DOWNTOWN OFFICE
ONE PEACHTREE CENTER
SUITE 4300
303 PEACHTREE STREET, N.E.
ATLANTA, GEORGIA 30308

October 28, 1996

VIA FEDERAL EXPRESS

Secretary of State, State of Florida
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32399

000001989720--6
-10/30/96--01005--016
****122.50 ****122.50

Re: American Elderserve of Florida, Inc.

Dear Sir or Madam:

I enclose Articles of Incorporation of American Elderserve of Florida, Inc. for filing. You may find that the name of that corporation conflicts with the following two Georgia corporations that are qualified to do business in Florida: (i) American Elderserve Corporation; and (ii) American Elderserve Management, Inc. Those corporations have common beneficial ownership with American Elderserve of Florida, Inc. and have consented to the filing of the enclosed Articles of Incorporation.

Enclosed is a check in the amount of \$122.50 to cover the filing as well as a Certificate of Good Standing and a Certified copy of the Articles of Incorporation for American Elderserve of Florida, Inc. Accordingly, please file the enclosed Articles and return to me the following in the Federal Express return envelope enclosed for your convenience:

1. Original filed Articles of Incorporation;
2. Certified Copy of Articles of Incorporation; and
3. Good Standing Certificate.

Sincerely,

GAMBRELL & STOLZ, L.L.P.

Michael M. Smith
Michael M. Smith

Same People Law
996-2077

MMS:pbb
Enclosures
46749

D. BROWN NOV - 1 1996

ARTICLES OF INCORPORATION
OF
AMERICAN ELDERSERVE OF FLORIDA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 29 AM 9:01

I.

The name of the Corporation is AMERICAN ELDERSERVE OF FLORIDA, INC.

II.

The Corporation has authority, to be exercised by the Board of Directors, to issue not more than one hundred thousand (100,000) shares of no par value common stock.

III.

The initial registered office of the Corporation is located at c/o Lawyers Title Insurance Corporation, 100 Tampa Street, Tampa, Florida 33602-2050. The initial registered agent for the Corporation at the above address is F. Linton Sloan, Esq.

IV.

The mailing address of the initial principal office of the Corporation is 1770 Indian Trail Road, Suite 400, Norcross, Georgia 30093.

V.

The name and address of the Incorporator is:

Michael M. Smith, Esquire
GAMBRELL & STOLZ, L.L.C.
SunTrust Bank Plaza, Suite 4300
303 Peachtree Street, N.E.
Atlanta, Georgia 30303

VI


The initial Board of Directors shall consist of two (2) members whose names and addresses are as follows

Andy L. Schoepf
1770 Indian Trail Road, Suite 400
Norcross, Georgia 30093.

Elizabeth A. Schoepf
1770 Indian Trail Road, Suite 400
Norcross, Georgia 30093


SECRET
EX-103
93 OCT 29 11 51 AM '01

IN WITNESS WHEREOF, the undersigned hereby executes these Articles of Incorporation


Michael M. Smith, Incorporator

SunTrust Bank Plaza, Suite 4300
303 Peachtree Street, N.E.
Atlanta, Georgia 30308
(404) 577-6000

I hereby am familiar with and accept the duties and responsibilities as registered agent for said Corporation.


R. Linton Sloan, Esq., Registered Agent

**GREENEBAUM DOLL
& MCDONALD PLLC**

3300 NATIONAL CITY TOWER
101 SOUTH FIFTH STREET
LOUISVILLE, KENTUCKY 40202-3197
TELEPHONE 502/389-4200
FAX 502/387-1695

1400 VINE CENTER TOWER
POST OFFICE BOX 1808
LEXINGTON, KENTUCKY 40591-1637
TELEPHONE 606/251-8500
FAX 606/251-2742

50 E. RIVERCENTER BLVD., SUITE 1800
POST OFFICE BOX 2671
COVINGTON, KENTUCKY 41012-2671
TELEPHONE 606/655-4200
FAX 606/655-4219

812 MAIN STREET
POST OFFICE BOX 1876
CINCINNATI, OHIO 45201-1876
TELEPHONE 513/421-8087
FAX 513/421-8089

ANN-MARIE HALLETT

Direct Line 502-587-3522

Direct Fax 502-540-2123

E-mail amh@gdm.com

July 1, 1997

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

900002231859--6
-07/07/97--01157--005
*****35.00 *****35.00

Re: American ElderServe of Florida, Inc.

Dear Sir or Madam:

Enclosed for filing are the original and two copies of the Statement of Change of Registered Office or Registered Agent., along with a check in the amount of \$35.00 in payment of the filing fee.

Please return one original, stamped as filed, to me in the enclosed, self-addressed envelope.

If you have any questions or need additional information, please call me.

Sincerely,

Ann-Marie Hallett

Ann-Marie Hallett
Corporate Paralegal

/amh

Enclosures

cc: Mary Beth Siggelkow

FILED
97 JUL -7 AM 9 18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Joe
7/10

R.A. Change

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: American ElderServe of Florida, Inc.

1b. The mailing address of the corporation is: 1770 Indian Trail Road, Suite 400
Norcross, GA 30093

1c. Date of incorporation: 10-29-96 Document number: P96000089826

2. The name and address of the current registered agent and office:

F. Linton Sloan, Esq.

c/o Lawyers Title Insurance Corporation

100 Tampa Street, Tampa, FL 33602-2050

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

CT Corporation System

1200 S. Pine Island Rd.

Plantation, FL 33324

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

(Signature of an officer, chairman or
vice chairman of the board)

6/30/97
(Date)

W. Patrick Mulloy, II, Chief Executive Officer
(Printed or typed name and title) & President

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

CT Corporation System

By: Monica Mahon
(Signature of Registered Agent)

6/30/97
(Date)

If signing on behalf of an entity:

Monica Mahon

Assistant Secretary

(Typed or Printed Name)

(Capacity)

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

FILING FEE: \$35.00