

12/11/96

FLORIDA DIVISION OF CORPORATIONS
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NAME: ELDER CARE VILLAGE, INC.

AUDIT NUMBER.....H96000017416

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ARTICLES OF INCORPORATION

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OF

ELDER CARE VILLAGE, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name and address of the Corporation shall be:

ELDER CARE VILLAGE, INC.
800-810 SW 9TH COURT
POMPANO BEACH, FL 33060

ARTICLE II - PURPOSE

This corporation is organized for the following purpose:

To transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, Chapter 607, Florida Statutes.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: One Thousand (1,000) shares, One (\$1.00) Dollar par value per share, common stock. Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the consideration for which has been paid or delivered, shall be deemed

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fully-paid stock, and the holder of such shares shall not be liable for any further payment. At any time, and from time to time, when authorized by resolution of the Board of Directors, and without any action by its stockholders, the corporation may issue or sell any shares of its capital stock of any class, whether out of the unissued shares authorized by the Articles of Incorporation of the corporation as originally filed, or by any amendment of the Articles, or out of shares of its stock acquired after the issue; and whether or not the shares so issued are sold, shall confer upon the holders of them the right to exchange such shares for other shares of the stock of the corporation. The corporation may receive in payment, in whole or in part, for any shares of its stock issued or sold by it, any tangible or intangible property or benefit to the corporation including cash, promissory notes, services performed, promises to perform services, as evidenced by a written contract, or other securities of the corporation.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation shall commence business shall be not less than ONE THOUSAND (\$1,000.00) DOLLARS.

ARTICLE V - TERM OF EXISTENCE

This Corporation shall exist perpetually unless sooner dissolved by law.

ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his/her pro-rata

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share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered and/or issued to others.

ARTICLE VII

INITIAL REGISTERED OFFICE AND NAME OF REGISTERED AGENT

The registered office of this corporation shall be:

800-810 SW 9TH COURT
POMPANO BEACH, FL 33060

The registered Agent at the above address is:

DENNIS J. MANCINO

ARTICLE VIII - INITIAL PRINCIPAL OFFICE

The address of the corporation's initial principal office shall be:

800-810 SW 9TH COURT
POMPANO BEACH, FL 33060

ARTICLE IX - BOARD OF DIRECTORS

The initial Board of Directors shall consist of two members, as below described. The Board of Directors of this corporation shall, at all times, consist of no fewer than two, and no greater than seven, officers and directors.

NAME	TITLE	ADDRESS
DENNIS P. MANCINO	President/ Treasurer/ Asst./Secy.	800-810 SW 9TH COURT POMPANO BEACH, FL 33060
DENNIS J. MANCINO	Vice Pres./ Secy.	800-810 SW 9TH COURT POMPANO BEACH, FL 33060

The affirmative vote of a majority of directors is required to constitute any act or decision rendered by the Board of Directors.

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ARTICLE X - OFFICERS

The name and address of the Officers of this Corporation are:

NAME	TITLE	ADDRESS
DENNIS P. MANCINO	President/ Treasurer/ Asst./Secy.	800-810 SW 9TH COURT POMPANO BEACH, FL 33060
DENNIS J. MANCINO	Vice Pres./ Secy.	800-810 SW 9TH COURT POMPANO BEACH, FL 33060

ARTICLE XI - INCORPORATOR

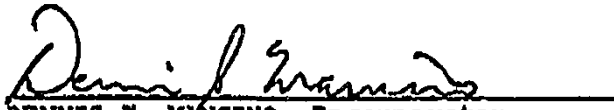
The name and address of the incorporator signing these Articles is:

DENNIS J. MANCINO
800-810 SW 9TH COURT
POMPANO BEACH, FL 33060

ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify any officer or former officer to the full extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator named, for the purpose of forming a corporation to do business both within and without the State of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 10 day of December, 1996.


DENNIS J. MANCINO, Incorporator

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STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

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BEFORE ME, the undersigned authority, personally appeared DENNIS J., MANCINO, the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Dania, Florida, this 10th day of December, 1996.

Neil J. Rout
NOTARY PUBLIC, State of Florida

NEIL J. ROUT
(Print name of Notary)

My Commission Expires:



Neil J. Rout
MY COMMISSION # 0068159 EXPIRES
August 2, 2000
BONDED THRU TROY FARM INSURANCE, INC.

Personally known _____

Produced Identification /

Type of Identification Produced FLA. D.L. M525-170-71-337-0

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CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE
OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.050, Florida Statutes, the following is submitted:

FIRST, that ELDER CARE VILLAGE, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 800-810 SW 9TH COURT, POMPANO BEACH, FL 33060, named DENNIS J. MANCINO as its agent to accept service of process within Florida.

Date: Dec. 10, 1996


DENNIS J. MANCINO, Vice President

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties, and keeping open said office.


DENNIS J. MANCINO
Registered Agent

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