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Examiner's Initials



December 5, 1996

STEVEN R MORGAN 301 CEDAR STREET CLEARWATER, FL 34615

SUBJECT: A HOUSE OF HARMONY, INC.

Ref. Number: W96000025446

We have received your document for A HOUSE OF HARMONY, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filling of your document, please call (904) 487-6919.

Beth Register Corporate Specialist Supervisor

Letter Number: 996A00054524

ARTICLES OF INCORPORATION OF

A HOUSE OF HARMONY, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be A HOUSE OF HARMONY, INC..

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation to include, but not limited to, the operation of Assisted Care Living Facilities.

ARTICLE III - CAPITAL STOCK

The maximum 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 no par value.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation and the name of the initial Registered Agent for the corporation shall be:

FINANCIAL ACCOUNTANCY CONSULTING SERVICES, INC.
CHRISTOPHER D. HOPKINS
12201 North 50th Street # 94
Temple Terrace, Florida 33617-1405



ARTICLE V - DIRECTORS

The Board of Directors shall consist initially of two (2) individual(s). The name(s) and address(es) of the initial board of director(s) shall be:

Steven R. Morgan 301 Cedar Street Clearwater, Florida 34615

Vicki E. Morgan 301 Cedar Street Clearwater, Florida 34615

ARTICLE VI - BUSINESS ADDRESS

The principal place of business for the corporation is:

301 Cedar Street Clearwater, Florida 34615

The Board of Directors may from time to time move the principal office to any other location in Florida.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

Steven R. Morgan 301 Cedar Street Clearwater, Florida 34615

ARTICLE VIII - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the holders or holder of a majority of the stock entitled to vote thereon.

ARTICLE IX - SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE X - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE XI - LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE XII - SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

IN WITNESS WHEREOF, the undersigned has hereunto set his/her hand and seal on this ____ day of November, 1996.

STEVEN R. MORGAN

STATE OF FLORIDA)

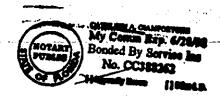
COUNTY OF PINELLAS)

Before me personally appeared STEVEN R. MORGAN, to me well known or has produced identification to be the person(s) described in and who executed the foregoing instrument, and acknowledged to and before (and did not take an oath) me that he/she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this Ath day of NOVEMBER, 1996.

NOTARY PUBLIC

My commission expires:



DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida, FINANCIAL ACCOUNTANCY CONSULTING SERVICES, INC., a corporation organizing under the laws of the State of Florida, with its principal office is located at Hillsborough County, Florida, has named CHRISTOPHER HOPKINS, as its Agent to accept service of process within the State of Florida.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

MRISTOPHER HOPKINS

96 DEC 16 PM 2: 31
SECRETARY OF STATE
ARLAHASSEE, FLORIDA