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January 8, 1997

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Fruitville Assisted Living Corp.

Ladies and Gentlemen:

Enclosed herewith please find two original sets of the Articles of Incorporation for the above-captioned corporation along with our check in the amount of \$70.00.

Thank you for your cooperation on this matter and, if you have any questions, please call.

Sincerely,

Alyssa Baumgarten

Alyssa M. Baumgarten

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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B. REGISTER JAN 15 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FRUITVILLE ASSISTED LIVING CORP.**

ARTICLE I

Name

The name of the corporation is Fruitville Assisted Living Corp. (hereinafter called the "Corporation").

ARTICLE II

Principal Office

The address of the principal office and the mailing address of the Corporation is 701 Brickell Avenue, Suite 1200, Miami, Florida 33131.

ARTICLE III

Capital Stock

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

| <u>Number of Shares Authorized</u> | <u>Par Value Per Share</u> | <u>Class of Stock</u> |
|--|--------------------------------|---------------------------|
| 1,000 | \$.01 | common |

ARTICLE IV

Special Meeting

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or

(2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

Initial Registered Office

The street address of the Corporation's initial registered office in the State of Florida is 701 Brickell Avenue, Suite 1200, City of Miami, County of Dade, Florida 33131 and the name of its initial registered agent at such office is Louis R. Montello.

ARTICLE VI

Board of Directors

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who is to serve as the Corporation's director until his successor is duly elected and qualified is:

Albert Dov Reichmann
701 Brickell Avenue, Suite 1200
Miami, Florida 33131

ARTICLE VII

Incorporator

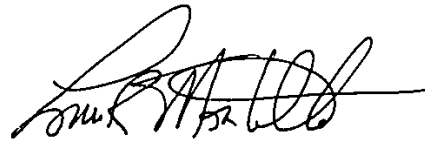
The name of the Incorporator is Louis R. Montello and the address of the Incorporator is 701 Brickell Avenue, Suite 1200, Miami, Florida 33131.

ARTICLE VIII

Indemnification

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 8th day of January, 1997.



Louis R. Montello,
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Fruitville Assisted Living Corp., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.



Louis R. Montello,
Registered Agent

January 8, 1997

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