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

Re: Gulfport Assisted Living Corp. (the "Company")

Ladies and Gentlemen:

Enclosed herewith please find two original sets of the Company's Amended and Restated Articles of Incorporation along with our check in the amount of \$35.00.

If you have any questions, please call me.

Sincerely,

*Maria A. Martinez*  
Maria A. Martinez

Enclosures

*Amend. & Rest. art. & N/c*

VS JAN 8 1998

CERTIFICATE  
OF THE  
PRESIDENT  
OF  
GULFPORT ASSISTED LIVING CORP.

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Pursuant to the provisions of Section 607.1007(4) of the Florida Business Corporation Act, the undersigned hereby certifies as follows:

(a) The Amended and Restated Articles of Incorporation of Gulfport Assisted Living Corp. (the "Corporation") attached hereto contain certain amendments to the Corporation's Articles of Incorporation that require shareholder approval.

(b) The Corporation has only one class of capital stock outstanding and the Corporation's sole shareholder duly adopted all of the amendments set forth in the Corporation's Amended and Restated Articles of Incorporation by written consent on November 17, 1997, pursuant to Section 607.0704 of the Florida Business Corporation Act.

GULFPORT ASSISTED LIVING CORP.

By: *Ralph H. Bellande*  
Ralph H. Bellande,  
President

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
GULFPORT ASSISTED LIVING CORP.**

Original Articles of Incorporation filed with  
the Florida Department of State on  
January 9, 1997

On November 17, 1997, the Board of Directors and sole shareholder of Gulfport Assisted Living Corp. (the "Corporation") duly adopted the following amended and restated articles of incorporation pursuant to the provisions of Sections 607.1003 and 607.1007 of the Florida Business Corporation Act:

**ARTICLE I**

**Name**

The name of the corporation is AmeriPark Gulfport 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**

**Registered Office**

The street address of the Corporation's 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 registered agent at such office is Louis R. Montello.

ARTICLE V

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.

ARTICLE VI

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 has executed these Amended and Restated Articles of Incorporation on November 17, 1997.

GULFPORT ASSISTED LIVING CORP.

By: \_\_\_\_\_

*Ralph H. Bellande*  
Ralph H. Bellande,  
President