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VERO BEACH, FLORIDA
32961-2258

February 24, 1997

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

Re: Southern Oaks of Vero, Inc.

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-02/28/97--01038--009
*****70.00 *****70.00

Gentlemen:

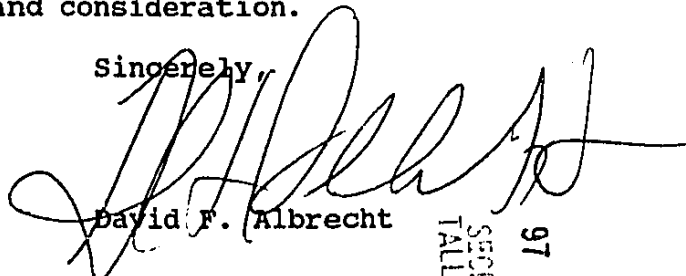
Please find enclosed the original and one copy of Articles of Incorporation for the above Corporation, together with check in the amount of \$70.00 to cover the following fees:

Filing Fee	\$ 35.00
Registered Agent Designation	35.00

Please return the enclosed copy of the Articles stamped with the filing date along with your letter acknowledging receipt of same.

Thank you for your time and consideration.

Sincerely,



David F. Albrecht

dmt
enclosures
cc: Curtis Folds

3/5/97
JD

FILED
97 FEB 28 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
SOUTHERN OAKS OF VERO, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporations Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be: **SOUTHERN OAKS OF VERO, INC.**, hereinafter referred to as the "Corporation".

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

This Corporation shall have all such powers as may be permissible to corporations under the laws of the State of Florida, and all powers necessary or desirable to accomplish the purposes and business of the Corporation as set forth in Article II.

ARTICLE IV

This Corporation has the authority to issue six hundred (600) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V

This Corporation is to exist perpetually.

ARTICLE VI

The initial street address of the principal office of this Corporation in the State of Florida is: 530 61st Avenue, Vero Beach, Florida 32968. The Board of Directors may from time to

time move the principal office to any other address within the State of Florida.

ARTICLE VII

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time as provided in the Bylaws. The date of the annual meeting shall be fixed by the Bylaws.

ARTICLE VIII

The name and street address of the initial member of the first Board of Directors are:

CURTIS FOLDS	530 61st Avenue Vero Beach, Florida 32968
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This Director shall hold office until the first annual meeting or until his successors are elected or appointed and qualified as provided in the Bylaws. Directors shall hereafter be elected by the shareholders.

ARTICLE IX

The names and addresses of the initial officers of this Corporation, who shall hold office for the first year or until their successors are chosen, elected or appointed, and qualified as provided in the Bylaws are as follows:

President	CURTIS FOLDS 530 61st Avenue Vero Beach, Florida 32968
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The officers shall hereafter be elected by the Directors.

ARTICLE X

Unless otherwise provided in the Bylaws, every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others. The Bylaws may provide that every stockholder is not to have the right to so purchase. The Bylaws may provide for cumulative voting for Directors and may make provisions governing the issuance of stock certificates to replace lost or destroyed certificates. Provided further, the stockholders of this Corporation may enter into such stockholders and trustees agreements as they may see fit, whereby such stockholders may limit their voting rights by virtue of such agreements.

ARTICLE XI


These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and stockholders sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation may be made.

ARTICLE XII

The registered agent for service of process within the State of Florida shall be:

CURTIS FOLDS
530 61st Avenue
Vero Beach, Florida 32968

IN WITNESS WHEREOF, the undersigned has hereunto set his hand
and seal this 25th day of February, 1997

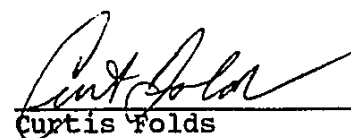


Curtis Folds
Incorporator/Subscriber

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91 FEB 28 PM 1:54
CLERK OF DISTRICT COURT
INDIAN RIVER COUNTY

ACCEPTANCE BY REGISTERED AGENT

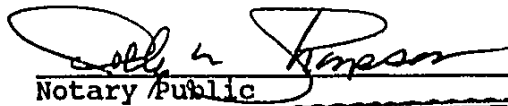
I am familiar with, and hereby accept, the duties and
responsibilities of Registered Agent for SOUTHERN OAKS OF VERO, INC.

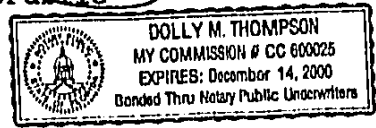

Curtis Folds

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BEFORE ME, a Notary Public in and for the State of Florida,
duly qualified to take acknowledgments, personally appeared CURTIS
FOLDS, who is personally known to the undersigned Notary to be the
person who executed the foregoing Articles of Incorporation for
SOUTHERN OAKS OF VERO, INC., and he acknowledged that he executed
the same for the purposes therein set forth.

WITNESS my hand and official seal at Vero Beach, Indian River
County, Florida, this 25th day of February, 1997.


Notary Public



DAVID F. ALBRECHT, P. A.
ATTORNEY AT LAW
P. O. BOX 2258
VERO BEACH, FLORIDA
32961
TEL: (561) 567-3424