

P97000040399

APRIL 21, 1997

Secretary of State
Domestic Charter Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: "A PLACE TO CALL HOME ALF, INC."

Dear Sir or Madam:

On behalf of the above referenced corporation, enclosed please find two executed originals of Articles of Incorporation and a check in amount of \$70.00 representing the following fees:

\$35.00 Filing Fee
\$35.00 Registered Agent Fee

Please acknowledge filing of this document by stamping the duplicate copy and returning it to the undersigned.

If you have any questions regarding the enclosed or the above, please contact the undersigned by telephone. Thank you for your assistance.

Sincerely,

Maria T. Morris

Maria T. Morris
Independent Paralegal

Enclosures

FILED
97 MAY -7 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bm 511197



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 28, 1997

MARY E. SPARKS
10949 BAY DRIVE
NEW PORT RICHEY, FL 34655

SUBJECT: A PLACE TO CALL HOME ALF, INC.
Ref. Number: W97000009815

We have received your document for A PLACE TO CALL HOME ALF, 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):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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 filing of your document, please call (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 397A00021939

*Acceptance Statement is included
on last page.*

*Spoke to Doris Brown on May 2, 1997
and she said Acceptance Statement is
correct.*

ARTICLES OF INCORPORATION

OF

A PLACE TO CALL HOME ALF, INC.

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

ARTICLE I - CORPORATE NAME

The name of the corporation: "A PLACE TO CALL HOME ALF, INC."

ARTICLE II - DURATION; EFFECTIVE DATE

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE HUNDRED EIGHTY shares (180) of \$1,000.00 (one thousand dollars) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and address of the Initial Registered Agent and the principal office and mailing address of this Corporation is:

MARY E. SPARKS
10949 BAY DRIVE
NEW PORT RICHEY
FLORIDA 34655

Principal Office and Mailing address:

2700 STATE ROAD 590
CLEARWATER, FLORIDA 34619
(813)725-2590

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TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of the corporation are as follows:

ARTICLE VII - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are as follows:

MARY E. SPARKS
10949 EAST BAY DRIVE
NEW PORT RICHEY,
FLORIDA 34655

JOHN C. SPARKS
10949 EAST BAY DRIVE
NEW PORT RICHEY,
FLORIDA 34655

ARTICLE VIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.


ARTICLE IX - BYLAWS

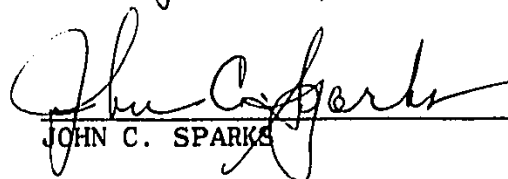
The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE X - INFORMAL SHAREHOLDER ACTION

The shareholders of the Corporation holding voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes, 607.394.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 1st day of April, 1997.


MARY E. SPARKS

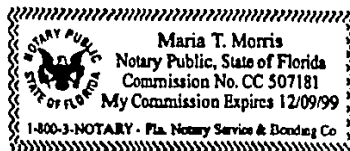

JOHN C. SPARKS

STATE OF FLORIDA |
COUNTY OF PASCO |

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared: MARY E. SPARKS, and JOHN C. SPARKS, known to me and known to be the persons who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 1st day of April, 1997.

Maria T. Morris
Notary Public: Maria T. Morris



ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Section 607.034, Florida Statutes, I agree to act in the capacity of Registered Agent for the above corporation and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of 607.034, Florida Statutes.

Dated this 1st day of April, 1997.


MARY E. SPARKS
Registered Agent

FILED
97 MAY -7 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA