

p970000655850



ACCOUNT NO. : 072100000032

REFERENCE : 441097 156334A

AUTHORIZATION :

Patricia Pygitt

COST LIMIT : \$ 70.00

ORDER DATE : June 25, 1997

ORDER TIME : 9:13 AM

ORDER NO. : 441097-005

CUSTOMER NO: 156334A

500002222395--7

CUSTOMER: Ms. Andrea Mcclung
MACKEY KRUMM VENTURES, INC.

Suite 805
1601 Forum Place
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: FLORIDA ASSISTED LIVING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

4

SN JUN 25 1997

RECEIVED
JUN 25 11:00
FLORIDA

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JUN 25 11 09 59

**ARTICLES OF INCORPORATION
OF
FLORIDA ASSISTED LIVING, INC.**

FILED
97 JUN 25 AM 11:00
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be:

Florida Assisted Living, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**1601 Forum Place, Suite 805
West Palm Beach, Florida 33401**

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

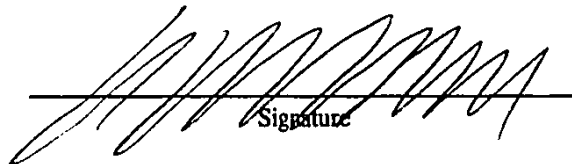
**Walter J. Mackey, Jr.
1601 Forum Place, Suite 805
West Palm Beach, FL 33401**

ARTICLE V - INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is:

Walter J. Mackey, Jr.
1601 Forum Place, Suite 805
West Palm Beach, FL 33401

The undersigned Incorporator has executed these Articles of Incorporation this 20th
day of JUNE, 1997.


Signature

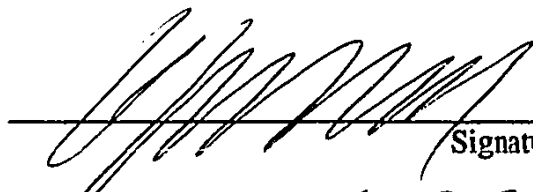
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: **Florida Assisted Living, Inc.**
2. The name and address of the registered agent and office is:

Walter J. Mackey, Jr.
1601 Forum Place, Suite 805
West Palm Beach, Florida 33401

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature
6-20-97
Date