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The Immo Group

P97000088987

October 14, 1997

Attorneys Title Insurance Fund
660 East Jefferson Street
Suite 200
Tallahassee, FL 32301

*Please Return
to ASAP 7/4*

100002321071--8
-10/15/97--01073--034
****122.50 ****122.50


Re: Senior Housing Advisors Corp.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced company. Also enclosed is a check payable to the Secretary of State in the amount \$122.50 one and another for \$10 payable to Attorneys Title Insurance Fund for the filing of same. Please file these Articles upon receipt of same and return the copy to me at the address below.

Thank you for your cooperation. If you have any questions, I can be reached at extension 110.

Sincerely,


Beth E. Linzner, Esq.

FILED
97 OCT 15 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 OCT 15 PM 1:38
DIVISION OF CORPORATION

1001
OCT 15 1997

ARTICLES OF INCORPORATION
OF
SENIOR HOUSING ADVISORS CORP.

FILED
97 OCT 15 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, a natural person competent to contract for the purpose of forming a corporation under the Florida General Corporation Act of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is Senior Housing Advisors Corp..

ARTICLE II

The corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida and shall have such powers as enumerated in The Florida General Corporation Act, Chapter 607, Florida Statutes (1983).

ARTICLE III

The total number of shares of stock which the corporation shall have authority to issue and which the corporation is authorized to have outstanding at any one time is One Hundred (100) shares, which shares shall have a par value of One Dollar (\$1.00).

ARTICLE IV

This Corporation shall have perpetual existence.

ARTICLE V

The initial address of the principal office of the corporation is 3080 N. 35th Street, Hollywood, FL 33021.

ARTICLE VI

This Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors are: Michael W. Browarnik, 3080 N. 35th Street, Hollywood, FL 33021 and Stacy Robins, 230 Fifth Street - 2nd Floor, Miami Beach, FL 33139.

ARTICLE VII

The name and street address of the subscriber to these Articles of Incorporation is: Michael W. Browarnik, 3080 N. 35th Street, Hollywood, FL 33021.

ARTICLE VIII

The Corporation shall indemnify any officers or directors or any former officers or directors to the full extent permitted by law.

ARTICLE IX

The initial registered agent of this Corporation and his street address is as follows: Michael W. Browarnik, 3080 N. 35th Street, Hollywood, Florida 33021.

ARTICLE X

These Articles of Incorporation may be amended or repealed as provided by law.

ARTICLE XI

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone communication and as otherwise provided by law.

REGISTERED AGENT CERTIFICATE AND ACCEPTANCE

In compliance with Section 48.091, Florida Statutes, the following is submitted:

Senior Housing Advisors Corp. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation has named Michael W. Browarnik its agent to accept service of process within the State of Florida.

SIGNATURE: Michael W. Browarnik
Michael W. Browarnik
TITLE: President


DATE: October 14, 1997

Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Michael W. Browarnik
Michael W. Browarnik

Dated: October 14, 1997

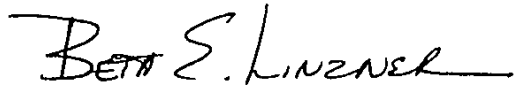
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation on this 14th day of October, 1997.


Michael W. Browarnik

STATE OF FLORIDA)
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in
the State and County aforesaid to take acknowledgements, personally appeared Michael W.
Browarnik who is personally known to me and took an oath.

WITNESS my hand and official seal in the County and State aforesaid this 14 day of
October, 1997.



Notary Public



BETH E LINZNER
My Commission CC391707
Expires Oct. 10, 1998
Bonded by HAI
800-422-1555

My commission expires:

FILED
97 OCT 15 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA