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October 28, 1997

P97000094724

Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: G&G ADULT LIVING FACILITY, INC.

900002336979--7  
-11/03/97-01165--021  
\*\*\*122.50 \*\*\*122.50

To Whom it may concern,

Enclosed please find an original and two copies of Articles of Incorporation for the above mentioned, and a check in the amount of \$122.50 for the filing of the same.

Please provide us with a copy of proof of filing VIA FAX (305) 513-3844 and VIA MAIL.

If you have any questions, please contact the undersigned.

Thank you for your excellent courtesies.

Sincerely,



Danett E. Marante  
for DOMINGUEZ & ASSOCIATES, P.A.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV -3 AM 9:36

RP  
11-5-97

**ARTICLES OF INCORPORATION  
OF  
G & G ADULT LIVING FACILITY, INC.**

The undersigned, for the purpose of forming a corporation under the FEDERAL GENERAL CORPORATION ACT hereby adopts the following Articles of Incorporation.

**ARTICLE ONE  
NAME**

The name of the corporation is **G & G ADULT LIVING FACILITY, INC.**

**ARTICLE TWO  
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE THREE  
PURPOSE**

The corporation may transact any and all business activities permitted by the laws of the State of Florida.

To generally have and exercise all powers, rights and privileges necessary and incident to carrying pout properly the objects herein mentioned.

**ARTICLE FOUR  
PLACE OF BUSINESS**

The principal place of business of the Corporation shall be at 1984 N.W. 22 Place, Miami, Florida 33125 with privilege of having branch offices within and without the State of Florida.

**ARTICLE FIVE  
CAPITAL STOCK**

The maximum number of shares which the corporation has authority to issue is 1000, all of which shall be common shares no par value.

**ARTICLE SIX  
INITIAL REGISTERED AGENT AND ADDRESS**

The street address of the initial registered office of the corporation shall be the SAME as the principal office and the name of the initial registered agent at such address is **GEORGINA JIMENEZ.**

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CLERK OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLE SEVEN  
PREEMPTIVE RIGHTS**

The Shareholders shall have Preemptive Rights.

**ARTICLE EIGHT  
INITIAL DIRECTOR AND OFFICER**

7.01 The Board of Directors of the corporation shall consist of one member.

7.-2 The name and address of the initial Director of the Board:

Name

Address

GEORGINA JIMENEZ

1984 NW 22 PLACE  
MIAMI, FLORIDA 33125

7.03 The initial Director will also serve as the initial President

**ARTICLE NINE  
INCORPORATOR**

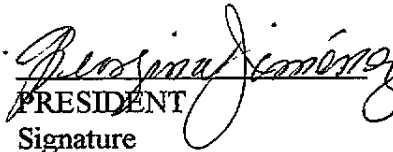
Name

Address

GEORGINA JIMENEZ

1984 NW 22 PLACE  
MIAMI, FLORIDA 33125

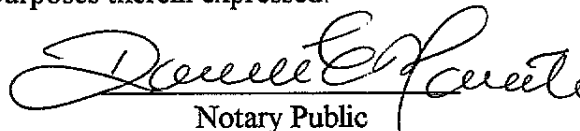
The undersigned has executed these Articles of Incorporation this 24 day of October 1997.

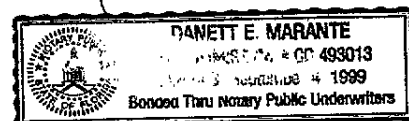
  
PRESIDENT  
Signature

STATE OF FLORIDA  
COUNTY OF DADE

Before me the undersigned authority personally appeared GEORGINA JIMENEZ who is personally known by me and he acknowledged before me that he signed the foregoing Certificate of Incorporation for the purposes therein expressed.

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Notary Public




**REGISTERED AGENT**

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES THE FOLLOWING IS SUBMITTED:

FIRST THAT: G&G ADULT LIVING FACILITY, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AS THE CITY OF MIAMI STATE OF FLORIDA, HAS NAMED GEORGINA JIMENEZ LOCATED AT 1984 N.W. 22 PLACE CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

  
\_\_\_\_\_  
GEORGINA JIMENEZ  
TITLE: PRESIDENT  
DATE: \_\_\_\_\_

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

  
\_\_\_\_\_  
(REGISTERED AGENT)

DATE: 10-24-97

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