

P97000095725

Golden Pond Elder Care, Inc.
12425 Lake Ridge Circle
Clermont, FL 34711

October 31, 1997

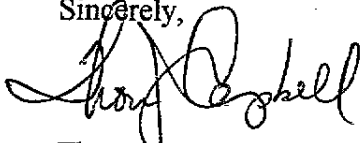
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

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*****70.00 *****70.00

Dear Sirs/Madams:

Please find the enclosed Articles of Incorporation for Golden Pond Elder Care, Inc. Included is the certificate designating the Registered agent and the fee of \$70.00. After the charter has been approved and filed, please return the acknowledgment copy to me.

Sincerely,



Thomas J. Campbell
Vice-President

FILED
97 NOV -7 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Done
11/7/97

**ARTICLES OF INCORPORATION
OF
GOLDEN POND ELDER CARE, INC.**

FILED
97 NOV -7 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of the Corporation is Golden Pond Elder Care, Inc.

Article II - Duration

This Corporation shall have perpetual existence

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business, including but not limited to ownership and operating of Assisted Living Facilities.

Article IV - Capital Stock

The Corporation is authorized to issue 20,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated " Common Stock ".

Article V - Pre - Emptive Rights

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 shares thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial registered Office and Agent

The street address of the initial registered office of this Corporation and mailing address is : 12425 Lake Ridge Circle, Clermont, Florida, 34711
and the name of initial registered agent of this Corporation is David Wajnberg, residing at 12425 Lake Ridge Circle, Clermont, Florida, 34711.

Article VII- Initial Board of Directors

This corporation shall have two Directors initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

David Wajnberg
12425 Lake Ridge Circle,
Clermont, Florida 34711

Thomas J. Campbell
1740 Palmer Ave, Winter Park, FL 32789

Article VIII- Incorporators

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

David Wajnberg
12425 Lake Ridge Circle
Clermont, FL 34711

Thomas J. Campbell
1740 Palmer Ave, Winter Park , FL 32789

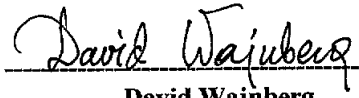
Article IX - Indemnification

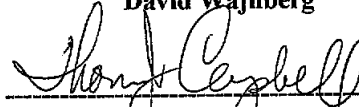
The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article X - Amendment

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

IN WITNESS THEREOF, the undersigned subscribers have executed these Articles of Incorporation this 20th day of October, 1997



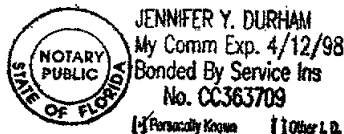
David Wajnberg


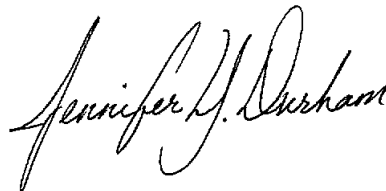
Thomas J. Campbell

STATE OF FLORIDA
COUNTY OF LAKE

BEFORE ME, the undersigned, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared David Wajnberg, Thomas Campbell, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affix my official seal, in the state and county aforesaid, this 20th day of October, 1997





FILED
97 NOV -7 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA