



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 606145 81911A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 19, 1997

ORDER TIME : 11:14 AM

ORDER NO. : 606145-005

CUSTOMER NO: 81911A

CUSTOMER: Truman J. Costello, Esq  
COSTELLO SIMS & ROYSTON

Suite 101  
12670 New Brittany Boulevard  
Fort Myers, FL 33907

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV 19 PM 1:18

DOMESTIC FILING

NAME: ASSOCIATES FOR SENIOR CARE,  
INC.

300002351943--9  
-11/19/97--01073--003  
\*\*\*\*122.50 \*\*\*\*122.50

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
ASSOCIATES FOR SENIOR CARE, INC.

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TRUMAN J. COSTELLO, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for ASSOCIATES FOR SENIOR CARE, INC.

ARTICLE I  
(Name)

The name of the corporation shall be: Associates For Senior Care, Inc.

ARTICLE II  
(Duration)

The period of its duration is perpetual.

ARTICLE III  
(Nature of Business)

The purpose of this Corporation is to transact in any and all lawful activities and businesses permitted under the laws of the State of Florida, the United States of America or any other state, country, territory or nation.

ARTICLE IV  
(Capital Structure)

The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares of common stock having a par

value of \$1.00 per share.

ARTICLE V  
(Principal Office)

The principal place of business and mailing address of this corporation shall be: 18371 Creek Drive, Fort Myers, Florida, 33908.

ARTICLE VI  
(Incorporator)

The name and street address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
TRUMAN J. COSTELLO	12670 New Brittany Blvd. #101 Fort Myers, FL 33907

ARTICLE VII  
(Initial Registered Agent and Address)

The name and address of the initial registered agent is:

<u>Name</u>	<u>Address</u>
TRUMAN J. COSTELLO	12670 New Brittany Blvd. #101 Fort Myers, FL 33907

ARTICLE VIII  
(Directors)

The number of directors constituting the initial Board of Directors of the corporation is two (2). Each initial director shall serve until the first annual meeting of shareholders or until his or her successor has been elected and shall qualify. The name and address of each initial director is:

<u>Name</u>	<u>Address</u>
MARYANN T. STEPHENS	18371 Creek Drive Fort Myers, FL 33908
OWEN L. STEPHENS	18371 Creek Drive Fort Myers, FL 33908

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

IN WITNESS WHEREOF, TRUMAN J. COSTELLO, as Incorporator, has executed the foregoing Articles of Incorporation on this 18th day of November, 1997.

  
 TRUMAN J. COSTELLO  
 Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT  
AND REGISTERED OFFICE

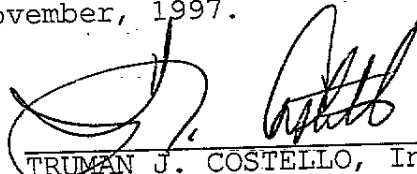
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the

State of Florida.

1. The name of the corporation is: Associates For Senior Care, Inc.

2. The name and address of the registered agent and office is TRUMAN J. COSTELLO, 12670 New Brittany Blvd. #101, Fort Myers, Florida, 33907.

Dated this 18th day of November, 1997.

  
TRUMAN J. COSTELLO, Incorporator

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.

Dated this 18th day of November, 1997.

  
TRUMAN J. COSTELLO, Registered Agent

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