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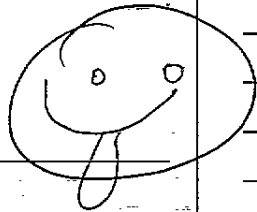
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✓	Art of Inc. File __Cert.__
___	LTD Partnership File_____
___	Foreign Corp. File_____
___	L.C. File_____
___	Fictitious Name File_____
___	Trade/Service Mark_____
___	Merger File_____
___	Art. of Amend. File_____
___	RA Resignation_____
___	Dissolution / Withdrawal_____
___	Annual Report / Reinstatement_____
✓	Cert. Copy_____
___	Photo Copy_____
___	Certificate of Good Standing_____
___	Certificate of Status_____
___	Certificate of Fictitious Name_____
___	Corp Record Search_____
___	Officer Search_____
___	Fictitious Search_____
___	Fictitious Owner Search_____
___	Vehicle Search_____
___	Driving Record_____
___	UCC 1 or 3 File_____
___	UCC 11 Search_____
___	UCC 11 Retrieval_____
___	Courier_____

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Signature

Requested by:
_____ 12-10-97 11:00
Name   Date   Time

Walk-In _____   Will Pick Up _____

RP
12-10-97

ARTICLES OF INCORPORATION
OF
PASADENA AT DILLMAN FARMS, INC.

The undersigned, incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of the corporation is Pasadena at Dillman Farms, Inc. (the "Corporation").

ARTICLE II
INITIAL ADDRESS

The initial street address and mailing address of the principal office of the Corporation is:

1000 N. Hiatus Road
Pembroke Pines, Florida 33026

ARTICLE III
CAPITALIZATION

The Corporation is authorized to issue One Hundred Thousand (100,000) shares of common stock, par value $.0001 per share.

ARTICLE IV
REGISTERED AGENT

The registered agent and street address of the initial registered office of the Corporation is:

E.H.G. Resident Agents, Inc.
5100 Town Center Circle
Suite 330
Boca Raton, Florida 33486

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ARTICLE V
INCORPORATOR

The name and address of the Incorporator of the Corporation is:

Edward H. Gilbert, Esq.
Edward H. Gilbert, P.A.
5100 Town Center Circle, Suite 330
Boca Raton, Florida 33486

ARTICLE VI
CORPORATE AUTHORITY

The corporation is organized for the purpose of transacting any and all lawful activities or business for wich corporations may be formed under the Florida Business Corporations Act.

ARTICLE VII
DIRECTORS

The corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the bylaws of the Corporation but shall never be less than one.

ARTICLE VIII
DIRECTOR AND OFFICER INDEMNIFICATION

The Corporation shall indemnify its officers and directors and former officers and directors to the fullest extent permitted by applicable law.

ARTICLE IX
AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE X
CONTROL SHARE ACQUISITIONS

The Corporation expressly elects not to be covered by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

ARTICLE XI
CORPORATE EXISTENCE

The corporate existence of the Corporation shall commence on the filing of these Articles of Incorporation by the Department of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8th day of December, 1997.

_____
Edward H. Gilbert, Incorporator

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

   The undersigned hereby accepts the appointment as registered agent of Pasadena at Dillman Farms, Inc. contained in the foregoing Articles of Incorporation and states that the undersigned is familiar with and accepts the obligations set forth in Section 607.0508 of the Florida Business Corporation Act.

             E.H.G. Resident Agents, Inc.

Date: December 8, 1997   By: _____

                 Edward H. Gilbert, President

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