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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FILINGS, INC.

ACCT#: Ø72720000101

CONTACT: TERESA ROMAN PHONE: (904) 385-6735

FAX #:

(994) 561-1925

NAME: HIALEAH RETIREMENT LIVING REAL ESTATE, INC. AUDIT

NUMBER......H97000021200 DOC TYPE.......FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0 PAGES...... 4 CERT. COPIES.....0

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** ENTER 'M' FOR MENU. **



ARTICLES OF INCORPORATION

OF

HIALEAH RETIREMENT LIVING REAL ESTATE, INC.

ARTICLE I. NAME

The name of the Corporation shall be: HIALEAH RETIREMENT LIVING REAL ESTATE, INC.

ARTICLE II. TERM OF EXISTENCE

The Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation. The Corporation shall be deemed to commence its existence effective with the filing of these Articles with the Secretary of State.

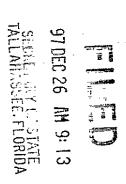
ARTICLE III. PURPOSE

This Corporation is organized for the following purpose: Ownership of real estate and any and all purposes lawful under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar par value common stock, which shall be designated "Common Shares".

Prepared by: Martin W. Wasserman, Esquire Bar #251143 999 Washington Avenue Miami Beach, Florida 33139 Telephone: (305) 672-3100



#77000031200

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this Corporation is: 10445 S.W. 12878 TERRACE, HIAMI, FLORIDA 33176

The name of the initial registered agent of this Corporation at that address is: CAMILO LOPEZ, 10445 S.W. 128th TERRACE, HIAMI, FLORIDA 33176.

ARTICLE VI. INCORPORATION

The name and address of the person signing these Articles of Incorporation is: CAMILO LOPEZ, 10445 S.W. 128 TERRACE, HIAMI, FLORIDA 33176.

ARTICLE VII. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

ARTICLE VIII. MANAGEMENT OF CORPORATION BY DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of the Board of Directors of the Corporation. The initial Board of Directors shall consist of three (3) Directors, who are:

CAMILO LOPEZ EDGAR SANTIAGO JACK MICHEL

ARTICLE IX. OFFICERS

The Officers of this corporation are as follows:

CAMILO LOPEZ EDGAR SANTIAGO JACK MICHEL PRESIDENT VICE PRESIDENT SECRETARY/TREASURER

ARTICLE X. INDEMNIFICATION

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

ARTICLE XI. AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 19th day of December, 1997.

CAMILO LOPEZ/

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 HIALEAH RETIREMENT LIVING REAL ESTATE, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at: 10445 S.W. 128TH Terrace, Miami, Florida 33176, has named CANILO LOPEZ, 10445 S.W. 128TH Terrace, Miami, Florida 33176, as its agent to accept service of process within Florida.

CAMILO LOYES

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

DATE: 12/19/97

CAMILO LOPEZ