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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)561-1025

FAX #:

NAME: HIALEAH RETIREMENT LIVING MANAGEMENT COMPANY AUDIT
NUMBER.....H97000021201 DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 4 CERT. COPIES.....0
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STATE OF FLORIDA
TALLAHASSEE

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ARTICLES OF INCORPORATION

OF

HIALEAH RETIREMENT LIVING MANAGEMENT COMPANY, INC.

ARTICLE I. NAME

The name of the Corporation shall be:

HIALEAH RETIREMENT LIVING MANAGEMENT COMPANY, 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: Management of property 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

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TALLAHASSEE, FLORIDA

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ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this Corporation is: 10445 S.W. 128TH TERRACE, MIAMI, FLORIDA 33176

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

ARTICLE VI. INCORPORATION

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

CAMILLO LOPEZ
EDGAR SANTIAGO
JACK MICHEL

ARTICLE IX. OFFICERS

The Officers of this corporation are as follows:

CAMILLO LOPEZ
EDGAR SANTIAGO
JACK MICHEL

PRESIDENT
VICE PRESIDENT
SECRETARY/TREASURER

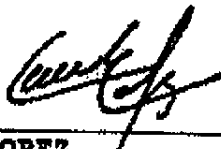
ARTICLE X. INDEMNIFICATION

The Corporation shall indemnify all officers or directors or any former officer or 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
(Incorporator)

HP700062/301

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 MANAGEMENT COMPANY, 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 CAMILO LOPEZ, 10445 S.W. 128TH Terrace, Miami, Florida 33176, as its agent to accept service of process within Florida.



CAMILLO LOPEZ

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.



CAMILLO LOPEZ

DATE: 12/19/97

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