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TO: DIVISION OF CORPORATIONS

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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: AHC AT MONARCH LAKES, INC.

AUDIT NUMBER.....H97000021235

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION
OF
AHC AT MONARCH LAKES, INC.

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

AHC AT MONARCH LAKES, INC.

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

Section 1. The maximum number of stock that this corporation is authorized to have outstanding at any time is 10,000 shares of common stock, divided into two classes, the designation and par values of each such class being, as follows:

- A) 1,000 shares of Class A Common Capital Stock, having \$.01 par value; and

Document Prepared By:
Richard A. Alayon, Esq.
Florida Bar No.: 934290
Ivette Halphen Leon, Esq.
Florida Bar No.: 981834
Alayon & Peña, P.A.
2450 S.W. 137th Avenue, Suite 226
Miami, Florida 33175
(305) 221-2110

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B) 9,000 shares of Class B Common, Non-Voting Capital Stock, having \$.01 par value.

Section 2. All of said shares of both classes shall have equal preferences, limitations and relative rights, except that the Class B Non-Voting Capital Stock shall have no voting rights whatsoever, either individually or as a class.

ARTICLE V

The initial registered agent of the corporation and his street address:

A&P Registered Agent, Inc.
2460 S.W. 137th Avenue
Suite 226
Miami, Florida 33175

ARTICLE VI

The principal business address of the of the corporation shall be:

2460 S.W. 137th Avenue
Suite 238
Miami, Florida 33175

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation shall be the number of persons whose names are set forth below. The name and address of each member of the initial board of directors of the corporation who shall hold office until the first annual meeting of shareholders and his successor shall have been elected and qualified or until his earlier resignation, removal from office, or death, is:

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Name

Address

Pedro J. Adrian

2460 S.W. 137th Avenue
Suite 238
Miami, Florida 33175

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

ARTICLE VII

The name and address of the incorporator of the corporation is:

Name


Address

Pedro J. Adrian

2460 S.W. 137th Avenue
Suite 238
Miami, Florida 33175

Executed at Miami, Florida on December 24, 1997.

Incorporator

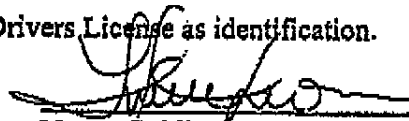

PEDRO J. ADRIAN

STATE OF FLORIDA)

) ss.:

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 24 day of December, 1997 by PEDRO J. ADRIAN, a resident of the State of Florida, who is personally known to me or who has produced his Florida Drivers License as identification.


Notary Public

My Commission Expires:

3



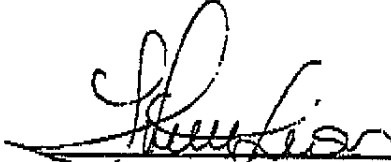
Iveth Halphen Leon
My Commission CC878258
Expires Aug. 18, 2000

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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of AHC AT MONARCH LAKES, INC., the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 607.0505.


Ivette Halphen Leon, Esq., President
A&P Registered Agent, Inc.

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