

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P98 000010881

Golden Abbey  
Enterprises, II, Inc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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DIVISION OF CORPORATION

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ 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 \_\_\_\_\_

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

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**ARTICLES OF INCORPORATION**  
**OF**  
**GOLDEN ABBEY ENTERPRISES, II, INC.**

ARTICLE I - NAME

The name of this corporation is  
Golden Abbey Enterprises, II, Inc.

ARTICLE II - DURATION

This corporation shall exist in perpetuity from the date of the filing of these Articles of Incorporation.

ARTICLE III - PURPOSES

This corporation may engage in the operation of adult congregate living facilities (ACLF's) as defined in Florida Statutes, Section 400. 401 et.seq.(1997) and may additionally engage or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of common stock with par value of One (\$1.00) Dollar per share. The amount of capital with which the corporation will begin business is One Hundred and 00/100 (\$100.00) Dollars.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1030 W. International Speedway Blvd., Suite 210, Daytona Beach, Florida 32114-3415, and

the name of the initial registered agent of this corporation at that address is Randal L. Schechter, Esquire.

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation may have a board of directors if elected by the shareholders, in which event the number of directors shall be as set by the shareholders from time to time. The corporation shall initially operate as a close corporation as provided by law. The business of the corporation shall be managed by the shareholders rather than by a board of directors until such time as the shareholders shall by majority vote elect to have a board of directors and set the number thereof, hold nominations and elections to fill such positions, and such board of directors is elected and qualified to fill said positions.

#### ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is Samuel Lavarias, 718 Breckenridge Drive, Port Orange, FL 32127.

#### ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend and repeal by-laws shall be vested in the shareholders. At such time that a board of directors is created by the shareholders, the power to adopt, alter, amend and repeal by-laws shall be vested in the board of directors and the shareholders.

#### ARTICLE IX - ISSUANCE OF STOCK

Shares of capital of this corporation shall be issued initially to the following persons and in the amounts set forth opposite each name:

Rogelio A. Mogol	50 Shares
Erlinda G. Mogol	50 Shares

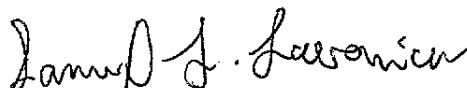
Manuel P. Saldon	50 Shares
Miriam L. Saldon	50 Shares
Samuel L. Lavarias	50 Shares
Imelda C. Lavarias	50 Shares
Fermin A. Ano	50 Shares
Nelita R. Ano	50 Shares

ARTICLE X - SHAREHOLDERS QUORUM AND VOTING

Fifty-One (51%) percent of the shares entitled to vote represented in person or by proxy shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, the affirmative vote of 51% of the shares represented at the meeting shall be the act of the shareholders.

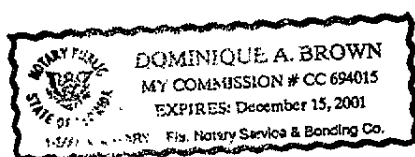
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27th day of January, 1998.

  
 Samuel L. Lavarias

STATE OF FLORIDA  
 COUNTY OF VOLUSIA

Personally appeared before me Samuel L. Lavarias, who acknowledged before me that he executed the foregoing Articles of Incorporation for the purposes set forth therein.

WITNESS my hand and seal of office at Daytona Beach, Florida, this 27th day of January, 1998.



My Commission Expires: 12/15/01

  
 Notary Public DOMINIQUE A. BROWN

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 GOLDEN ABBEY ENTERPRISES, II, INC. DESIRING TO  
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS  
PRINCIPAL PLACE OF BUSINESS AT 1420 GOLFVIEW DRIVE, DAYTONA BEACH, STATE  
OF FLORIDA, HAS NAMED RANDAL L. SCHECTER, ESQUIRE, 1030 W. INTERNATIONAL  
SPEEDWAY BLVD., SUITE 210, DAYTONA BEACH, FLORIDA 32114-3415, AS ITS AGENT  
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: *Randal L. Schecter*  
Corporate Officer

TITLE: *Vice President*

DATE: *1-27-98*

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY  
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE  
PROVISIONS OF ALL STATUTES RELATED TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

SIGNATURE: *[Signature]*  
(Resident Agent)

DATE: *1-27-98*

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