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JOSEPH C. WASCH

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Fort Lauderdale, Florida 33301

Telephone and Fax (954) 462-1840

Via FedEx

February 23, 1998

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

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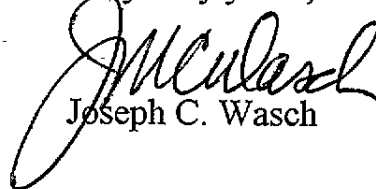
*****70.00 *****70.00

Re: Hillsboro ALF, Inc.

Dear Sir/Madam:

Enclosed for filing, please find Articles of Incorporation for the captioned corporation. Accompanying the Articles is a check in the amount of \$70.00 in payment of the filing fee. A photocopy of the Articles is enclosed. Please file-stamp the copy and return it in the undersigned. Thank you.

Very truly yours,


Joseph C. Wasch

98 FEB 24 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

JCW:ns

Enclosures

2/25/98
pm

ARTICLES OF INCORPORATION

OF

HILLSBORO ALF, INC.

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

ARTICLE I NAME

The name of the corporation shall be:

HILLSBORO ALF, INC.

ARTICLE II PRINCIPAL OFFICE

The mailing address of the initial principal office of this corporation is Suite 200, 2455 East Sunrise Boulevard, Fort Lauderdale, Florida 33304. The Board of Directors may, from time to time, change the street and post office address of the principal office of the corporation.

ARTICLE III PURPOSE

To engage in any activity or business permitted under the laws of the United States and the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

- (a) Par value shall be \$0.01 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE V TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation is Joseph C. Wasch. The street address of the initial registered agent of this corporation is Suite 210, 888 E. Las Olas Boulevard, Fort Lauderdale, Florida 33301.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

This corporation shall have four (4) Directors initially. The number of Directors may be either increased or diminished from time to time in accordance with the By-Laws but shall never be fewer than one (1). The names and addresses of the initial directors of this corporation are:

Donald J. Brumlik
2455 E. Sunrise Blvd.
Suite 200
Fort Lauderdale, FL 33304

Daniel J. Brumlik
2455 E. Sunrise Blvd.
Suite 200
Fort Lauderdale, FL 33304

James Walsh
2455 E. Sunrise Blvd.
Suite 200
Fort Lauderdale, FL 33304

David Allsop
2455 E. Sunrise Blvd.
Suite 200
Fort Lauderdale, FL 33304

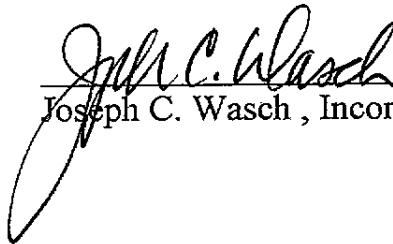
**ARTICLE VIII
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of each class of shareholders shall be required for any amendment or repeal.

**ARTICLE IX
INCORPORATOR**

The name and street address of the person signing these Articles is Joseph C. Wasch, 888 East Las Olas Boulevard, Suite 210, Fort Lauderdale, Florida 33301.

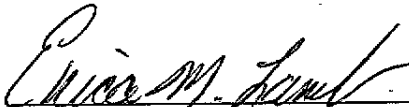
The undersigned has executed these Articles of Incorporation this 23rd day of February, 1998.


Joseph C. Wasch, Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

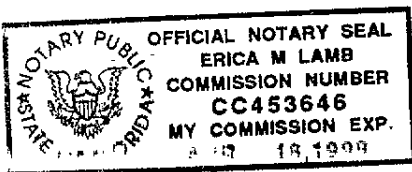
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Joseph C. Wasch, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath, the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid on February 23, 1998.


Notary Public

My Commission Expires:

State of Florida at Large
ERICA M. LAMB



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

HILLSBORO ALF, INC.

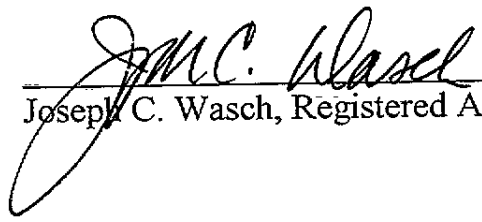
2. The name and address of the registered agent and office is: Joseph C. Wasch, Suite 210, 888 E. Las Olas Blvd., Fort Lauderdale, Florida 33301.

Dated: February 23, 1998


Joseph C. Wasch, Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: February 23, 1998


Joseph C. Wasch, Registered Agent

98 FEB 24 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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