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LAW OFFICES
LENARD H. GORMAN, P.A.

2655 LEJEUNE ROAD
PENTHOUSE 1-D
CORAL GABLES, FLORIDA 33134

FILED

98 FEB 25 AM 8:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE (305) 448-4255
TELECOPIER (305) 447-8369

February 20, 1998

Ms. Sandra B. Mortham
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

400002440814--4
-02/25/98--01082--001
****122.50 ****122.50

Re: Arcadia Assisted Living, Inc.

EFFECTIVE DATE

Dear Ms. Mortham:

2-20-98

Enclosed are Articles of Incorporation for Arcadia Assisted Living, Inc. We are also enclosing a check in the amount of \$122.50 for the filing fees. In addition, we enclose a self-addressed stamped envelope for the return of the certified copy of the articles. If you should have any questions, please do not hesitate to contact us.

Sincerely,



Lenard H. Gorman

LHG/lcg
enc

P. Hall

FEB 25 1998

**ARTICLES OF INCORPORATION
OF
ARCADIA ASSISTED LIVING, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
CORPORATE NAME**

EFFECTIVE DATE

2-20-98

The name and mailing address of this Corporation shall be:

Arcadia Assisted Living, Inc.
7845 Atlantic Way
Miami Beach, Florida 33141

**ARTICLE II
NATURE OF CORPORATE BUSINESS**

The corporation may engage in any activities or businesses permitted under the laws of the United States and the State of Florida.

**ARTICLE III
CAPITAL STOCK**

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of One (\$1.00) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be located at 2655 Le Jeune Road, Penthouse I-D, Coral Gables, Florida 33134, and the initial registered agent of this Corporation at such office shall be Lenard H. Gorman.

**ARTICLE V
INITIAL BOARD OF DIRECTORS**

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

**ARTICLE VI
INCORPORATOR**

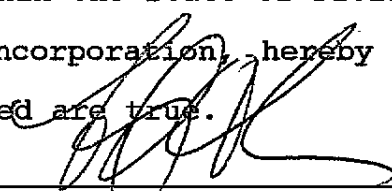
The name and street address of the person signing these Articles of Incorporation is:

| <u>Name</u> | <u>Address</u> |
|------------------|--------------------------------------------------------------------|
| Lenard H. Gorman | 2655 Le Jeune Road Penthouse I-D Coral Gables, Florida 33134 |

**ARTICLE VII
COMMENCEMENT DATE**

This Corporation shall commence its existence on the date upon the Articles of Incorporation are executed and acknowledged.

THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.



LENARD H. GORMAN

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Lenard H. Gorman to me well known to be the person described as the Incorporator in the

foregoing Articles of Incorporation, and he acknowledged before me
that he executed said Articles of Incorporation this 20th day of
February, 1998. ~~December~~



ANNIE D. ELIAS
COMMISSION # CG 493111
EXPIRES SEP 04, 1999
BONDED THRU
ATLANTIC BONDING CO., Notary Public

FILED
98 FEB 25 AM 9 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

My Commission Expires:

The undersigned hereby accepts the foregoing designation as
initial Registered Agent and agrees to comply with the provisions
of law applicable to said designation.

Date: February 20, 1998


Lenard H. Gorman