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REPLY TO:

P980 000 20001
Dunnellon Office

February 26, 1998

Secretary of State
Corporation Division
Post Office Box 6327
Tallahassee, Florida 32314

3000002443969--8
-03/02/98--01059--012
*****122.50 *****122.50

RE: SUNSHINE HAVEN, INC.

Gentlemen:

Enclosed herewith are the executed original and one (1) copy of the Articles of Incorporation for the above-referenced corporation.

I have also enclosed my trustee check number 1746 made payable to the Secretary of State in the amount of \$122.50 to cover the costs of the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	35.00
TOTAL	\$ 122.50

Please file the original Articles and return the copy, once it is certified, to my office.

Thank you for your kind cooperation.

Very truly yours,

Robert J. Reynolds
Robert J. Reynolds

Enclosures

FILED
98 MAR -2 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
3-3-98

ARTICLES OF INCORPORATION

OF

SUNSHINE HAVEN, INC.

FILED
98 MAR -2 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a Corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

Article I - Name

The name of the corporation is:

SUNSHINE HAVEN, INC.

Article II - Location and Mailing Address

The primary location of the corporate office and its mailing address is:

7320 Grover Cleveland Blvd.
Homosassa, Florida 34446

Article III - Purpose

The general purpose for which the Corporation is organized is to operate an assisted living facility, but shall include the transaction of any and all lawful business for which Corporations may be incorporated under the Florida General Corporation Act, the laws of the State of Florida or of the United States of America.

Article IV - Duration

The duration of the Corporation is to be perpetual. The date and time of the corporate existence shall be the date and time when these Articles of Incorporation are filed with the Secretary of State's office.

Article V - Capital Stock

This Corporation is authorized to issue ONE THOUSAND (1,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 6 New Florida Avenue, Beverly Hills, Florida 34465, and the name of the initial registered agent of this Corporation at that office is KENNETH E. CREECH.

Article VII - Initial Board of Directors

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one and not more than five. The names and addresses of the initial Directors of this Corporation are as follows:

Kenneth E. Creech
6 New Florida Avenue
Beverly Hills, Florida 34465

Article VIII - Incorporator

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

Kenneth E. Creech
6 New Florida Avenue
Beverly Hills, Florida 34465

Article IX - Amendment

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 23 day of February, 1998.

Kenneth E. Creech
KENNETH E. CREECH

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 23 DAY OF FEBRUARY, 1998.

Kenneth E. Creech
KENNETH E. CREECH

FILED
98 MAR -2 AM 10:32
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA

COUNTY OF MARION

BEFORE ME, a Notary Public authorized in the State and County set forth above, personally appeared Kenneth E. Creech, known to me and known by me to be the person who produced FLORIDA DRIVER LICENSE as identification, who as Incorporator, executed the foregoing Articles of Incorporation of SUNSHINE HAVEN, INC., and he acknowledged before me that he executed these Articles of Incorporation.

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

(SEAL)


BARBARA A. SHAW
NOTARY PUBLIC

My Commission Expires:



Barbara A. Shaw
MY COMMISSION # CC695376 EXPIRES
November 11, 2001
BONDED THRU TROY FAIN INSURANCE, INC.