

P98000029885

FILING COVER SHEET

REFERENCE: 0174.2070

DATE: 4-1-98

CONTACT: CINDY HICKS

FROM: CORPORATE & CRIMINAL RESEARCH SERVICES 400002475094--1
-04/01/98--01047--032
***122.50

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

TELEPHONE: 222-1173

SUBJECT: Zephyrhills Alf, Inc

STATE FEES PREPAID WITH CHECK # 100237 FOR \$ 367.50
apply 122.50 to this filing

PLEASE FILE:

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> ARTICLES OF INC. | <input type="checkbox"/> AMENDMENT | <input type="checkbox"/> DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> ANNUAL REPORT |
| <input type="checkbox"/> FICTITIOUS NAME | <input type="checkbox"/> LIMITED LIABILITY | <input type="checkbox"/> REINSTATEMENT |
| <input type="checkbox"/> TRADEMARK/SERVICE | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |

PROVIDE US WITH:

- | | | |
|--|--|---------------------------------------|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF STATUS | <input type="checkbox"/> STAMPED COPY |
|--|--|---------------------------------------|

DD Callaway APR 1 1998
Examiner's Initials

RECEIVED
98 APR -1 AM 11:22
FILED
98 APR -1 PM 12:25
TALLAHASSEE, FL 32301
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
ZEPHYRHILLS ALF, INC.

FILED
98 APR -1 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of this Corporation is:

ZEPHYRHILLS ALF, INC.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 Shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The address of the principal place of business of this Corporation shall be:

750 Starkey Road
Largo, Florida 34641

and, the mailing address of this Corporation shall be:

750 Starkey Road
Largo, Florida 34641

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The registered agent and street address of the registered office of this Corporation is:

Michael J. Moses, II 750 Starkey Road
Largo, Florida 34641

ARTICLE VII - DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

Michael J. Moses, II 750 Starkey Road
Largo, Florida 34641

Rex A. Paggeot 750 Starkey Road
Largo, Florida 34641

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors,

proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE IX - INCORPORATOR

The name and street address of each incorporator to these Articles of Incorporation is:

Michael J. Moses, II 750 Starkey Road
Largo, Florida 34641

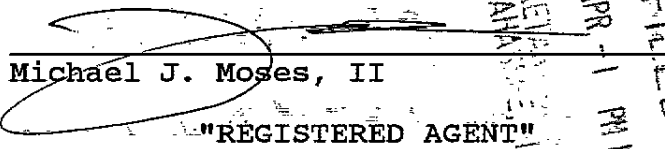
The undersigned has executed these Articles this 27th day
of March, 1998.


Michael J. Moses, II

"INCORPORATOR"

Having been named as Registered Agent and to accept service of process for ZEPHYRHILLS ALF, INC. at the place designated in the Articles, 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.

3/27/98
Date


Michael J. Moses, II

"REGISTERED AGENT"

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98 APR -1 PM 12:25
TALLAHASSEE FLORIDA
SECRETARY OF STATE