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FERNANDO M. PALACIOS (OF COUNSEL)

REED C. CARY (OF COUNSEL)

ALVIN S. CAWN (OF COUNSEL)

March 30, 1998

PLEASE REPLY TO:

Melbourne

300002476479-8

-04/02/98-01035-011

****122.50 ****122.50

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Congregate Care Services, Inc.

Dear Sirs:

Enclosed please find an original and one copy of the Articles of Incorporation of **Congregate Care Services, Inc.** for filing. Also enclosed is my check in the amount of \$122.50 to cover the cost of filing fees.

Kindly confirm receipt of the filing of the Articles of Incorporation by enclosing the stamped copy in the self-addressed stamped envelope provided for your convenience.

Your cooperation and assistance in this matter is greatly appreciated.

Sincerely,

Jack L. Platt, Esquire

JLP/bsw

Enclosures: As stated.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -2 AM 11:36

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ARTICLES OF INCORPORATION
OF
CONGREGATE CARE SERVICES, INC.

FILED STATE
SECRETARY OF CORPORATIONS
98 APR -2 AM 11:36

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CONGREGATE CARE SERVICES, INC.

The principal place of business of this corporation shall be 1145 N. Ramona Avenue, Indialantic, Florida 32903.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 525 Strawbridge Avenue, Melbourne, Florida 32901, and the name of the initial registered agent of the corporation at that address is Jack L. Platt.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation may file as an S corporation.

ARTICLE VIII. DIRECTORS

This corporation shall have one director, initially. The name and street address of the initial director is:

John Head, President
1145 N. Ramona Avenue
Indialantic, FL 32903

ARTICLE IX. OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporate life, or until his successors are elected or appointed are:

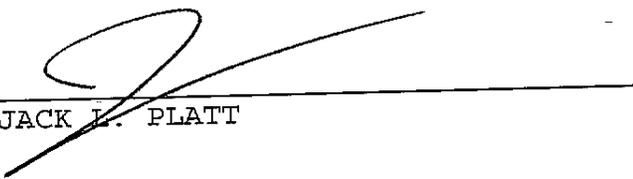
John Head
(President)
1145 N. Ramona Avenue
Indialantic, FL 32903

ARTICLE X. INCORPORATOR

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

Jack L. Platt
525 Strawbridge Avenue
Melbourne, FL 32901

IN WITNESS WHEREOF, the undersigned authorized agent has hereunto set his hand and seal and produced FL Drivers License as identification, on this 31st day of March, 1998.



JACK L. PLATT

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me, a Notary Public, on this 31st day of March, 1998.

Beth S. Waddell
NOTARY PUBLIC

MY COMMISSION EXPIRES:

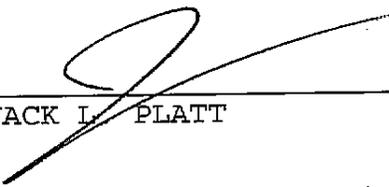
Beth S. Waddell
NOTARY (PRINT NAME)



BETH S. WADDELL
MY COMMISSION # CC458107 EXPIRES
June 25, 1999
BONDED THRU TROY FAIR INSURANCE, INC

AGREEMENT TO ACCEPT SERVICE

Having been named to accept service of process for the
aforementioned corporation, at the places designated in this
certificate, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all statutes relative to the
proper and complete performance of my duties.



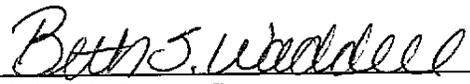
JACK L. PLATT

DATED: 5/31/98

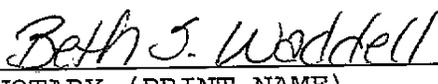
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR - 2 AM 11:35

STATE OF FLORIDA
COUNTY OF BREVARD

Before me, personally appeared Jack L. Platt, and produced
_____ as identification, on this 31st day of
March, 1998.



NOTARY PUBLIC
MY COMMISSION EXPIRES:



NOTARY (PRINT NAME)


BETH S. WADDELL
MY COMMISSION # CC458107 EXPIRES
June 25, 1999
BONDED THRU TROY FAIR INSURANCE, INC.