



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 808395 156334A

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 122.50

ORDER DATE : May 6, 1998

ORDER TIME : 10:35 AM

ORDER NO. : 808395-005

CUSTOMER NO: 156334A

CUSTOMER: Ms. Dawn Peterson-zwart
MACKEY KRUMM VENTURES, INC.

Suite 805
1601 Forum Place
West Palm Beach, FL 33401

300002513453--4

DOMESTIC FILING

NAME: FLORIDA ASSISTED LIVING
MANAGEMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -6 PM 1:13

RECEIVED
98 MAY -6 AM 11:24
DIVISION OF CORPORATIONS
8/6/98

ARTICLES OF INCORPORATION
OF
FLORIDA ASSISTED LIVING MANAGEMENT, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -6 PM 1:13

ARTICLE I - NAME

The name of the corporation shall be:

Florida Assisted Living Management, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2699 Stirling Road, Suite A302
Ft. Lauderdale, Florida 33311

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Debra Signore-Savage
2699 Stirling Road, Suite A302
Ft. Lauderdale, FL 33311

ARTICLE V - INCORPORATOR

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

Debra Signore-Savage
2699 Stirling Road, Suite A302
Ft. Lauderdale, FL 33311

The undersigned Incorporator has executed these Articles of Incorporation this 5th
day of MAY, 1998.



Signature

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

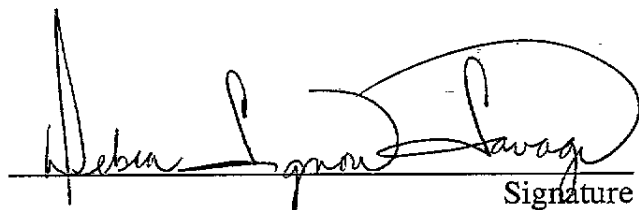
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Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of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

1. The name of the corporation is: **Florida Assisted Living Management, Inc.**
2. The name and address of the registered agent and office is:

Debra Signore-Savage
2699 Stirling Road, Suite A302
Ft. Lauderdale, FL 33311

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.


Signature

5 MAY 98

Date