



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 810150 4379232

AUTHORIZATION :

Patricia P...

COST LIMIT : \$ 78.00

ORDER DATE : May 7, 1998

ORDER TIME : 9:41 AM

ORDER NO. : 810150-005

CUSTOMER NO: 4379232

CUSTOMER: Ms. Hannah Wilson
ATLANTIC GULF COMMUNITIES
CORPORATION
9th Floor
2601 South Bayshore Drive
Miami, FL 33133

400002520334--6

DOMESTIC FILING

NAME: A.G. ASSISTED LIVING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

-2557
W98-10152

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -7 AM 10:10

g 5/13/98



**THE UNITED STATES
CORPORATION**
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 810150 4379232

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -7 AM 10:10

ORDER DATE : May 7, 1998

ORDER TIME : 9:41 AM

ORDER NO. : 810150-005

400002514994--5

CUSTOMER NO: 4379232

CUSTOMER: Ms. Hannah Wilson
ATLANTIC GULF COMMUNITIES
CORPORATION
9th Floor
2601 South Bayshore Drive
Miami, FL 33133

DOMESTIC FILING

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XX PLAIN STAMPED COPY
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CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

2557
W98-10373

RECEIVED
98 MAY -7 AM 10:40
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -7 AM 10:10

May 12, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: A.G. ASSISTED LIVING, INC.
Ref. Number: W98000010752

RECEIVED
Please give original
submission date as file date.

We have received your document for A.G. ASSISTED LIVING, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 098A00026213

RECEIVED
MAY 13 AM 9:54
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

98 MAY 12 AM 9:52
DIVISION OF CORPORATION

May 7, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: A.G. ASSISTED LIVING, INC.
Ref. Number: W98000010373

RESUBMIT
Please give original
submission date as file date.

We have received your document for A.G. ASSISTED LIVING, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 198A00025351

Claretha, Please issue a good standing also We have

issued a new authorization sheet

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -7 AM 10:10

EFFECTIVE DATE

5/6/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -7 AM 10:11

**ARTICLES OF INCORPORATION OF
A.G. ASSISTED LIVING, INC., A FLORIDA CORPORATION**

ARTICLE I: NAME AND ADDRESS OF CORPORATION

The name of this corporation is A.G. Assisted Living, Inc., a Florida corporation. The address of the initial principal office is:

2601 South Bayshore Drive
Suite 900
Miami, Florida 33133-5461

ARTICLE II: DURATION

The duration of this corporation is perpetual. The date and time of the commencement of corporate existence is 9:00 A.M. on May 6, 1998.

ARTICLE III: PURPOSE

The purpose of this corporation is to engage in any and all activities and businesses permitted under the laws of the United States and the State of Florida.

ARTICLE IV: CAPITALIZATION

The aggregate number of shares which this corporation is authorized to issue is 1,000 shares. Such shares shall be of a single class and shall have a par value of one dollar (\$1.00) per share.

ARTICLE V: REGISTERED OFFICE AND AGENT

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

Joel K. Goldman, Esq.
2601 South Bayshore Drive - 9th Floor
Miami, Florida 33133-5461

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of three members. The number of directors may be increased or decreased from time to time by vote of the shareholders, but in no case shall the number of directors be less than three or more than seven. The following persons constitute the initial directors of the corporation who shall serve in that capacity until such director's successor is duly elected and has qualified or such director's death, resignation or removal:

Thomas W. Jeffrey

Joel K. Goldman

John H. Fischer

ARTICLE VII: INITIAL OFFICERS

The following persons constitute the initial officers of the corporation, who shall serve in that capacity until such officer's successor is duly elected and has qualified or such officer's death, resignation or removal:

<u>PERSON</u>	<u>NAME</u>
President	John Laguardia
Vice President and Secretary	Joel K. Goldman
Vice President and Treasurer	John H. Fischer
Vice President, Assistant Secretary and Controller	Paula Cook

ARTICLE VIII: INCORPORATOR

The name and street address of the Incorporator is:

Joel K. Goldman, Esq.
c/o Atlantic Gulf Communities Corporation
2601 South Bayshore Drive, Suite 900
Miami, Florida 33133-5461

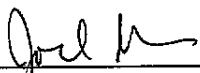
ARTICLE IX: BY-LAWS

The board of directors shall adopt by-laws for the corporation. The by-laws may be amended or repealed by the shareholders or directors in any manner permitted by the by-laws.

ARTICLE X: AMENDMENT

The shareholders or the directors may amend these Articles of Incorporation in any manner now or hereafter provided for under the Florida Business Corporation Act.

IN WITNESS WHEREOF, the Incorporator has executed this instrument as of May 6, 1998.



Joel K. Goldman, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Section 607.0501 of the Florida Business Corporation Act, A.G. Assisted Living, Inc. desiring to organize as a corporation under the laws of the State of Florida, submits the following statements in designating its registered office and registered agent in the State of Florida:

1. The name of the corporation be:

A.G. Assisted Living, Inc., a Florida corporation

2. The name and address of the registered agent and the registered office of the corporation is:

Joel K. Goldman, Esq.
2601 South Bayshore Drive
9th Floor
Miami, Florida 33133

I hereby am familiar with and accept the duties and responsibilities as Registered Agent.

By: Joel K. Goldman
Joel K. Goldman

H:\SHARED\LEGAL\WILSON\CONSENTS\AG-NTC\ARTICLES.WPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -7 AM 10:11