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DOUGLAS RAWLS GIRVIN, P.A.

A PROFESSIONAL ASSOCIATION

ATTORNEY AT LAW

TELEPHONE
(561) 746-6669
TELEFAX
(561) 746-7754

SUITE 702, THE HAAS BUILDING
1001 NORTH U.S. HIGHWAY ONE
JUPITER, FLORIDA 33477

May 13, 1998

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Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

FedEx Tracking No. 791575587218

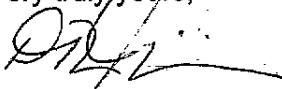
Re: Courtyard Gardens of Royal Palm Beach, Inc.
Articles Of Incorporation

Dear Sir/Madam:

Enclosed please find an original and a copy of the Articles of Incorporation of Courtyard Gardens of Royal Palm Beach, Inc. submitted for filing, together with the filing fee in the sum of One Hundred Twenty-Two and 50/100 Dollars (\$122.50) payable to the Secretary of State.

Please return the enclosed copy to me with the appropriate time stamp. If you have any questions regarding the above, please do not hesitate to contact me prior to returning the enclosed.

Very truly yours,



D.R. Girvin

DRG/ dg
Enclosure:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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SECRETARY OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
COURTYARD GARDENS OF ROYAL PALM BEACH, INC.**

I, the undersigned, hereby make, subscribe, acknowledge and file this Certificate for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be Courtyard Gardens Of Royal Palm Beach, Inc.

ARTICLE II

The purpose of this corporation and the general nature of the business to be transacted by it shall be:

(A) To engage in the development, ownership and operation of an assisted living facility, including all activities related to same; and,

(B) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in this Certificate of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the corporation; to carry on any lawful business whatsoever which will accomplish the purposes or objects of the corporation without limiting or restricting in any manner the powers of this corporation; and to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The capital stock of this corporation shall consist of Two Thousand Shares (2,000) shares of common stock having a par value of \$1.00 per share. The whole or any part of the

capital stock of the corporation shall be payable in lawful money of the United States of America, or property, labor, or any form or type of services to be valued by the directors of the corporation at a just and fair valuation as shall be fixed by the directors.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The initial board of directors shall be composed of three (3) directors, which may be increased by the board at any time by resolution. The names and addresses of the initial directors are:

Lowell E. Olmstead, Jr.
108 North River Drive West
Jupiter, Florida 33458

George C. Peck, Jr.
68 Rensselaer
Essex Falls, N.J. 07021

Vincent Cestone II
7 Ridge Road
West Orange, N.J. 07052

ARTICLE VI

The street address and mailing address of the initial principal office of the corporation shall be 1790 Indian Creek Drive, Jupiter, Florida 33458. The mailing address of the corporation shall be 1790 Indian Creek Drive, Jupiter, Florida 33458. The directors may from time to time change the registered office and the mailing address of the corporation by resolution.

ARTICLE VII

The names and addresses of the initial officers of this corporation shall be as follows:

President:

Lowell E. Olmstead, Jr.
108 North River Drive West
Jupiter, Florida 33458

Vice-President George C. Peck, M.D.
 11907 Turtle Beach Road
 North Palm Beach, Florida 33408

Secretary: Jack Phillips
 11907 Turtle Beach Road
 North Palm Beach, Florida 33408

Treasurer: Vincent Cestone II
 7 Ridge Road
 West Orange, New Jersey 07052

ARTICLE VIII

Lowell E. Olmstead, Jr., located at the registered office of the corporation, is designated as the registered agent to accept any service of process within this state on behalf of the corporation. The street address of the initial registered office of the corporation shall be 1790 Indian Creek Drive West, Jupiter, Florida 33469.

ARTICLE IX

The incorporator of this corporation shall be Lowell E. Olmstead, Jr. The address of the incorporator is 108 North River Drive West, Jupiter, Florida 33458.

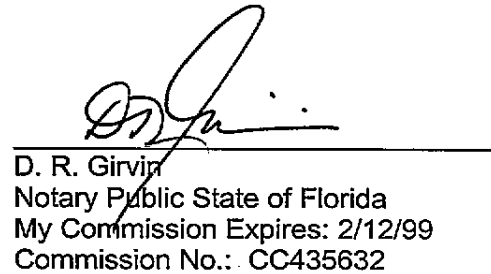
ARTICLE X

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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned has made and subscribed this Certificate of Incorporation at Jupiter, for the uses and purposes aforesaid.

Lowell E. Olmstead, Jr.

The foregoing instrument was acknowledged before me this 13 day of May, 1998, by Lowell E. Olmstead, Jr. who did not take an oath.



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

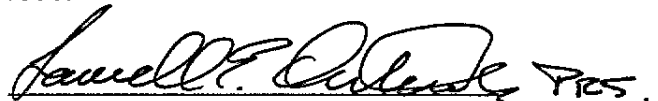
Pursuant to the provisions of §607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Agent/Registered Office in the State of Florida:

1. The Name of the Corporation is Courtyard Gardens of Royal Palm Beach, Inc.
2. The name and address of the registered agent and office of same are:

Lowell E. Olmstead, Jr.
1790 Indian Creek Drive West
Jupiter, Florida 33458

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept the appointment as such and agree to act in said capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties. I hereby certify that I am a permanent resident of Florida, residing at 108 North River Drive West, Jupiter, Palm Beach County, Florida 33458. I declare that I am familiar with, and hereby accept, the obligations of a registered agent.

EXECUTED this 13th day of May, 1998.


Lowell E. Olmstead, Jr.
Registered Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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