P98000048340

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 831961 6458A

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 122.50

ORDER DATE : May 26, 1998

ORDER TIME : 3:44 PM

ORDER NO. : 831961-005 200002535922--3

CUSTOMER NO: 6458A

CUSTOMER: Scott G. Wallace, Esq
BOGIN MUNNS & MUNNS

P. O. Box 2807

Orlando, FL 32802

RECEIVED
98 MAY 26 PM 4:09
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: ACTELL ELDERLY CARE, INC.

FILED
98 MAY 26 AM 8:19
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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: Janna Wilson

EXAMINER'S INITIALS: JF 6/1/98

524
W98—11976

RECEIVED
98 MAY 29 PM 2:45
DIVISION OF CORPORATION

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 27, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: ACTELL ELDERLY CARE, INC.
Ref. Number: W98000011976

We have received your document for ACTELL ELDERLY CARE, INC. and the authorization to debit your account in the amount of $122.50. However, the document has not been filed and is being returned for the following:

Please give the corporate existence date in Article II of the articles.

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: 298A00029537

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 26 AM 8:19

RESUBMIT

Please give original
submission date as file date.

EFFECTIVE DATE
5/18/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 26 AM 8:19

ARTICLES OF INCORPORATION

OF

ACTELL ELDERLY CARE, INC.

The undersigned, being of legal age and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I.
NAME

The name of this Corporation shall be ACTELL Elderly Care, Inc.

ARTICLE II.
COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence upon the 18 day of May, 1998, and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III.
PURPOSES AND GENERAL POWERS

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida General Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

ARTICLE IV.
CAPITAL STOCK

A. Number and Class of Shares Authorized; Par Value.

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
100	$1.00	Common

The consideration for all of the above stock shall be payable in cash, property (tangible and intangible), labor or services in lieu of cash, unless otherwise prohibited by law; at a just valuation to be fixed by the Board of Directors of the Corporation.

B. Voting Rights.

The Common Stock shall possess and exercise exclusive voting rights and, at all meetings of the Shareholders, each record holder of such stock shall be entitled to one (1) vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

ARTICLE V.
PRINCIPAL BUSINESS OFFICE

The principal business office of this corporation shall be located at 4629 - Cheyenne Point Trail, Kissimmee, Osceola County, Florida 34746.

ARTICLE VI.
MAILING ADDRESS

The mailing address of this corporation shall be: 4629 - Cheyenne Point Trail, Kissimmee, Florida 34746.

ARTICLE VII.
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 250 North Orange Avenue, Eleventh Floor, Orlando, Florida 32801, and the initial registered agent of the Corporation at that address shall be Scott G. Wallace. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE VIII.
INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws. The names and street addresses of the initial directors of this Corporation are:

Terrel V. Dennis
4629 - Cheyenne Point Trail
Kissimmee, Florida 34746

Alma Villalobos
2232 - Chardonnay Court West
Kissimmee, Florida 34741

Leomora Braham
2232 - Chardonnay Court West
Kissimmee, Florida 34741

Directors may be removed with or without cause.

ARTICLE IX.
INCORPORATOR

The name and street address of the person signing these Articles as Incorporator are:

Terrel V. Dennis
4629 - Cheyenne Point Trail
Kissimmee, Florida 34746

ARTICLE X.
BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors.

ARTICLE XI.
INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE XII.
CONFLICTS OF INTEREST

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are the directors or officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation that shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE XIII.
LIMITED LIABILITY OF SHAREHOLDERS

The private property of the shareholders shall not be subject to payment of the Corporation's debts to any extent.

ARTICLE XIV.
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV.
HEADINGS AND CAPTIONS

The headings or captions of these various articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation under the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation, declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets her hand and seal this 18 day of May, 1998.

Dennis

Terrel V. Dennis

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

ACTELL ELDERLY CARE, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 250 North Orange Avenue, Eleventh Floor, Orlando, Florida 32801, has named and designated SCOTT G. WALLACE as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 20 day of May, 1998.

SCOTT G. WALLACE
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 26 AM 8: 19

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