

P98000075928

GLENN ANDERSON  
COUNSELOR AT LAW  
FIRST STREET PLAZA  
11.8 FIRST STREET, SOUTH  
WINTER HAVEN, FLORIDA 33880  
(941) 299-7348

August 25, 1998

Division Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

500002627355--2  
-08/28/98--01029--005  
\*\*\*\*122.50 \*\*\*\*122.50

Attention: DOMESTIC CORPORATION SECTION  
Re: FOXWOOD GLEN ALF, INC.

Dear Sir:

Enclosed you will find an original and a copy of the Articles of Incorporation of the caption entity. Please certify the copy and return it to this office.

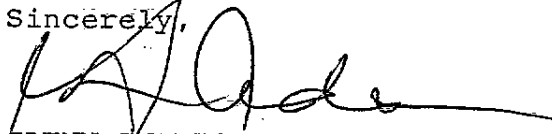
Also enclosed you will find my check in the amount of \$122.50 to cover the following items of costs concerning this transaction:

Filing Fees:	\$ 35.00
Certified copy of	
Articles of Incorporation	52.50
Certificate of Registered Agent	35.00
TOTAL	\$122.50

Please note that we have designated the Registered Agent in the Articles of Incorporation.

Thank you for your continued courtesy and cooperation in this matter.

Sincerely,

  
GLENN ANDERSON  
Counselor at Law

GA:maj  
encl.

FILED  
98 AUG 28 AM 8:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98-1-98

ARTICLES OF INCORPORATION

OF

FOXWOOD GLEN ALF, INC.

FILED  
98 AUG 28 AM 8:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Foxwood Glen ALF Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually. Corporate existence shall commence with the filing of these articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purposes of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of ONE DOLLAR (\$1.00) par value common stock which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address and mailing address of the initial registered office of this corporation is 390 Windermere Dr. Lakeland, FL 33809 and the initial registered agent of this corporation at that address is John Round

ARTICLE VI - ADDRESS OF PRINCIPAL OFFICE

The street address of the principal office is 390 Windermere Dr., Lakeland, FL 33809 and the mailing address of the principal office is 390 Windermere Dr., Lakeland, FL 33809.

ARTICLE VII - INITIAL BOARD OF DIRECTOR

This corporation shall have 1 directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and address of the initial directors of this corporation are:  
John Round - 390 Windermere Dr., Lakeland, FL 33809.

ARTICLE VIII - INCORPORATORS

The names of the persons signing these articles are as follows and the addresses of such persons are as stated in Article VI above:

John Round - 390 Windermere Dr., Lakeland, FL 33809

ARTICLE IX - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

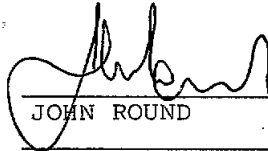
ARTICLE X - INDEMNIFICATION

This corporation shall indemnify an officer or director, or any former officer or director, to the full extent permitted by law.

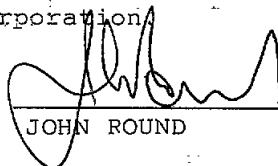
ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation on August 25, 1998.

  
\_\_\_\_\_  
JOHN ROUND

The undersigned hereby accepts the duty of registered agent for the above named corporation and is familiar with and accepts the duties and responsibilities as such registered agent for said corporation.

  
\_\_\_\_\_  
JOHN ROUND

**FILED**  
98 AUG 28 AM 8:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me  
this 25th day of August, 1998, by JOHN ROUND.

**MARIE A. JONES**  
Notary Public, State of Florida  
My comm. expires Dec. 11, 1999  
Comm. No. CC 515179

Marie A. Jones  
Notary Public/State of Florida  
MARIE A. JONES  
My Commission Expires:  
December 11, 1999

Personally Known   X   OR Produced Identification           

Type of Identification Produced