

FRAN R. BARRETT, P.A.

Attorney At Law

4300 N. University Drive · Suite C-102
Lauderhill, Florida 33351
Telephone (954) 748-4800 · Fax (954) 572-4228

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September 22, 1998

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: VISIONS ADULT FAMILY CARE HOME, INC.

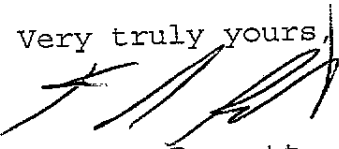
Dear Staff:

Enclosed please find the original and a copy of the Articles of Incorporation of the above referenced corporation for filing.

I have enclosed a check in the amount of \$122.50 to cover the fee.

If you have any questions, please feel free to contact me at anytime.

Very truly yours,


Fran R. Barrett
FRB/vl

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98 SEP 24 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-9/25/98

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this Corporation is VISIONS ADULT FAMILY CARE HOME, INC., whose principal place of business is 512 S.W. Badger Terrace, Port St. Lucie, FL 34953.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 512 S.W. Badger Terrace, Port St. Lucie, FL 34953. and the name of the initial registered agent of this corporation is SANDRA J. HARRISON.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have 1 Director(s) constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the ByLaws. The name(s) and address(es) of the initial Board of Directors of this corporation is (are):

NAME	ADDRESS
Sandra J. Harrison	512 S.W. Badger Terrace Port St. Lucie, FL 34953

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

NAME	ADDRESS
Sandra J. Harrison	512 S.W. Badger Terrace Port St. Lucie, FL 34953

ARTICLE IX - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10 day of Sept., 1998.

Sandra Harrison
Subscriber

Subscriber

Subscriber

Subscriber

STATE OF FLORIDA
COUNTY OF ST. LUCIE

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Sandra J. Harrison known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 10~~th~~ day of Sept., 1998.

Tara Smith
Notary Public

My Commisison Expires:



Tara Smith
My Commission CC713231
Expires February 3 2002

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - THAT VISIONS ADULT FAMILY CARE HOME, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF PORT ST.

LUCIE, STATE OF FLORIDA, HAS NAMED SANDRA J. HARRISON LOCATED AT 512 S.W. BADGER TERRACE, PORT ST. LUCIE, FL 34953, STATE OF FLORIDA, CITY OF PORT ST. LUCIE, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Sandra J. Harrison
(Corporate Officer)
TITLE Executive Director
DATE 9/10/98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY PERFORMANCE OF MY DUTIES.

SIGNATURE Sandra J. Harrison
(Resident Agent)
DATE 9/10/98

98 SEP 24 PM 12:21
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA