

Alan J. Berman

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October 20, 1998

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Department of State
Division of Corporations
Corporate Records Bureau
P O Box 6327
Tallahassee, Florida 32314

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-10/22/98--01050--005
*****122.50 *****78.75

Re: SAM'S ASSISTED LIVING FACILITY, INC.

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation for the above-named corporation. In addition, I have enclosed a check payable to your order, in the sum of \$122.50, which represents the following fees:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	35.00
	<u>\$122.50</u>

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,

Alan J. Berman

Alan J. Berman

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF

SAM'S ASSISTED LIVING FACILITY, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE: NAME: The name of the corporation shall be SAM'S ASSISTED LIVING FACILITY, INC.

ARTICLE TWO: DURATION: The term of existence of the corporation is perpetual.

ARTICLE THREE: PURPOSE: The purpose is to engage in any activities or business permitted under the Laws of the United States and Florida; including but not limited to, the operation of a twenty-four hour, live-in, private home care facility for elderly persons.

ARTICLE FOUR: CAPITAL STOCK: The corporation is authorized to issue one hundred (100) shares, all of which shall be common shares, no par value.

ARTICLE FIVE: INITIAL REGISTERED OFFICE AND AGENT:
The street address of the initial Registered Office of the corporation is 66 Patric Drive, Palm Coast, Florida 32164, and the name of the Registered Agent is MARIA LOLITA PANILAG, of 66 Patric Drive, Palm Coast, Florida 32164.

ARTICLE SIX: INITIAL BOARD OF DIRECTORS: This corporation shall have two (2) directors initially. The number of directors may be increased or decreased, from time to time, by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

MARIA LOLITA PANILAG - 66 Patric Drive
Palm Coast, Florida 32164

SAMUEL R. PANILAG - 1726 Stephen Street
Ridgewood, New York 11385

ARTICLE SEVEN: INCORPORATOR: The incorporator of the corporation and the subscriber to these Articles of Incorporation is MARIA LOLITA PANILAG, who resides at 66 Patric Drive, Palm Coast, Florida 32164.

ARTICLE EIGHT: BYLAWS AND ARTICLES OF INCORPORATION: The shareholders shall have the exclusive authority to formulate, approve and/or amend bylaws of the corporation and shall have the exclusive authority to formulate, approve and/or adopt these amendments to these Articles of Incorporation.

ARTICLE NINE: COMMENCEMENT OF EXISTENCE: The corporation shall be deemed to commence its existence upon the filing of these Articles in the Office of the Secretary of State of the State of Florida.

ARTICLE TEN: PRINCIPAL PLACE OF BUSINESS: The principal place of business for said corporation and the mailing address is 66 Patric Drive, Palm Coast, Florida 32164.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20th day of October, 1998.

Maria Lolita Panilag
MARIA LOLITA PANILAG

DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

SAM'S ASSISTED LIVING FACILITY, INC., desiring to organize under the laws of the State of Florida, with its initial registered office as indicated in the Articles of Incorporation, at 66 Patric Drive, Palm Coast, Florida 32164, has named MARIA LOLITA PANILAG as its designated agent to accept service of process within the state.

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and acknowledge that I am familiar with and accept the obligations and responsibilities of such office, as provided for in Florida Statutes 607.0505.

Dated this 20th day
of October, 1998.

Maria Lolita Panilag

Registered Agent
MARIA LOLITA PANILAG

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