

LAW OFFICES  
OUGHTERSON, OUGHTERSON, PREWITT & SUNDHEIM, P. A.

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(561) 287-0660

T. T. OUGHTERSON  
(1904-1983)

FAX (561) 287-0422

October 27, 1998

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-11/02/98--01080--008  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

The Honorable Sandra B. Mortham  
Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32301

RE: AMORE ALZHEIMER'S AND DEMENTIA CARE OF THE TREASURE COAST  
INC.

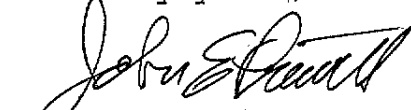
Dear Madam:

Enclosed please find the original and one (1) copy of the  
Articles of Incorporation for the above-referenced. Also  
enclosed is our check in the amount of \$122.50 to cover your fee  
for filing same.

When the corporation has been filed, please return a certified  
copy of the Articles of Incorporation to the undersigned.

Thank you for your cooperation in this matter.

Sincerely yours,

  
John E. Prewitt

JEP:mc  
cc: Philip Hofer  
Enclosures (as stated)

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DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION  
OF  
AMORE ALZHEIMER'S AND DEMENTIA CARE OF THE TREASURE COAST, INC.

ARTICLE I. NAME

THE NAME OF THIS CORPORATION SHALL BE AMORE ALZHEIMER'S AND DEMENTIA CARE OF THE TREASURE COAST, INC.

ARTICLE II. TERM OF EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE III. NATURE OF BUSINESS

THE GENERAL NATURE OF THE BUSINESSES TO BE TRANSACTED BY THIS CORPORATION ARE: TO MANUFACTURE, PURCHASE, OR OTHERWISE ACQUIRE, AND TO OWN, MORTGAGE, PLEDGE, SELL, ASSIGN, TRANSFER OR OTHERWISE DISPOSE OF, AND TO INVEST IN, TRADE IN, DEAL IN AND WITH, GOODS, WARES, MERCHANDISE, REAL AND PERSONAL PROPERTY, AND SERVICES, OF EVERY CLASS, KIND, AND DESCRIPTION; EXCEPT THAT IT IS NOT TO CONDUCT A BANKING, SAFE DEPOSIT, TRUST, INSURANCE, SURETY, EXPRESS, RAILROAD, CANAL, TELEGRAPH, TELEPHONE OR CEMETERY COMPANY, A BUILDING AND LOAN ASSOCIATION, MUTUAL FIRE INSURANCE ASSOCIATION, COOPERATIVE ASSOCIATION, FRATERNAL BENEFIT SOCIETY, STATE FAIR OR EXPOSITION.

ARTICLE IV. CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS 10,000 HAVING A NOMINAL OR PAR VALUE OF ONE (\$1.00) DOLLAR PER SHARE.

ARTICLE V. REGISTERED OFFICE

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS 16 PERRIWINKLE LANE, STUART, MARTIN COUNTY, FLORIDA. THE NAME OF THE INITIAL REGISTERED AGENT AT SUCH ADDRESS IS SONIA E. HOFER.

THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE OF THE CORPORATION IS: 16 PERRIWINKLE LANE, STUART, FLORIDA 34996, AND THE MAILING ADDRESS IS THE SAME.

ARTICLE VI  
MANAGEMENT BY SHAREHOLDERS

THE BUSINESS OF THE CORPORATION SHALL BE MANAGED BY THE SHAREHOLDERS OF THE CORPORATION. THERE WILL BE NO DIRECTORS.

ARTICLE VII. INCORPORATORS

THE NAMES AND STREET ADDRESSES OF THE SUBSCRIBERS OF THESE ARTICLES OF INCORPORATION ARE:

NAME	ADDRESS	OFFICE
SONIA E. HOFER	16 PERRIWINKLE LANE STUART, FL 34996	PRESIDENT/TREASURER
PHILLIP A. HOFER	16 PERRIWINKLE LANE STUART, FL 34996	VICE PRESIDENT/SECRETARY

ARTICLE VIII. BY-LAWS

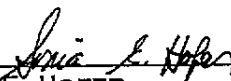
THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE SHAREHOLDERS.

ARTICLE IX. AMENDMENTS

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED AT A SHAREHOLDERS' MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL OF THE SHAREHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLES OF INCORPORATION BE MADE.

ARTICLE X. PREEMPTIVE RIGHTS

UPON THE SALE OF ANY UNISSUED OR TREASURY SHARES OF THE CORPORATION, EACH SHAREHOLDER SHALL HAVE THE PREEMPTIVE RIGHT TO PURCHASE HIS PRORATA SHARE THEREOF AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS. THIS PREEMPTIVE RIGHT IS LIMITED TO THE EXTENT THAT NO FRACTIONAL SHARES WILL BE ISSUED OR SOLD.

  
\_\_\_\_\_  
SONIA E. HOFER

  
\_\_\_\_\_  
PHILLIP A. HOFER

STATE OF FLORIDA  
COUNTY OF MARTIN

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 28 DAY OF  
OCTOBER, 1998 BY SONIA E. HOFER AND PHILLIP A. HOFER,, WHO ARE PERSONALLY KNOWN  
TO ME X OR PRODUCED \_\_\_\_\_ AS IDENTIFICATION.

Marya E. Coronato  
NOTARY PUBLIC  
STATE OF FLORIDA  
MY COMMISSION EXPIRES:



\_\_\_\_\_  
PRINTED NAME OF NOTARY

I, SONIA E. HOFER, HAVING BEEN DESIGNATED TO ACT AS REGISTERED AGENT, HEREBY  
CONSENT TO ACT IN THAT CAPACITY UNTIL REMOVED OR MY RESIGNATION IS SUBMITTED.

Sonia E. Hofer  
SONIA E. HOFER

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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