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ACCOUNT NO. : 072100000032

REFERENCE : 020620 7103152

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 70.00

ORDER DATE : November 4, 1998

ORDER TIME : 10:27 AM

ORDER NO. : 020620-005

CUSTOMER NO: 7103152

CUSTOMER: Scott Ketchum, Esq
GOODLETTE COLEMAN & JOHNSON,
GOODLETTE COLEMAN & JOHNSON,
Suite 300
4001 Tamiami Trail North
Naples, FL 34103

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -4 PM 2:37

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DOMESTIC FILING

NAME: SUMMER HOUSE ASSISTED
LIVING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

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DIVISION OF CORPORATION

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
SUMMER HOUSE ASSISTED LIVING, INC.**

**ARTICLE I
CORPORATE NAME**

The name of the Corporation is: SUMMER HOUSE ASSISTED LIVING, INC., a
Florida corporation.

**ARTICLE II
CAPITAL STOCK AND SHAREHOLDERS**

The aggregate number of shares which this Corporation shall have authority to
issue is ONE THOUSAND (1,000) shares of common stock, the par value of each such
share being ONE CENT (\$.01).

**ARTICLE III
INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors of the Corporation
is one (1), and the name and address of the person who shall serve as a member of the
Board of Directors until the election of his successors is as follows:

Name

Address

Ralph Hazelbaker

1661 Old Henderson Road
Columbus, Ohio 43220

ARTICLE IV
INITIAL OFFICERS

The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

| <u>Office</u> | <u>Name</u> | <u>Address</u> |
|---------------|------------------------|---|
| President | Ralph Hazelbaker | 1661 Old Henderson Road Columbus, Ohio 43220 |
| Secretary | Sharon A. Everett | 1661 Old Henderson Road Columbus, Ohio 43220 |
| Treasurer | K. Robert Evenson, Jr. | 1661 Old Henderson Road Columbus, Ohio 43220 |

ARTICLE V
INCORPORATOR

The sole incorporator of the Corporation is Sharon A. Everett, whose address is 1661 Old Henderson Road, Columbus, OH 43220.

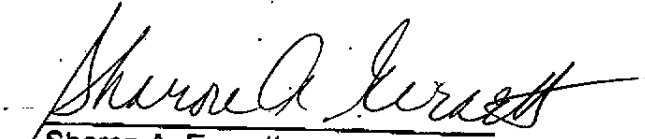
ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: 4001 Tamiami Trail North, Suite 300, Naples, Florida 34103, and the name of the initial registered agent of this Corporation at that address is: Kevin R. Lottes, Esq.

ARTICLE VII
PRINCIPAL OFFICE

The address of the principal office of this Corporation shall be: 1661 Old Henderson Road, Columbus, Ohio 43220.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these
Articles of Incorporation on this 2nd day of November, 1998.


Sharon A. Everett
Incorporator

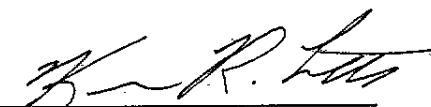
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, AND SECTION 607.0501, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT SUMMER HOUSE ASSISTED LIVING, INC., desiring to organize or
qualify under the laws of the State of Florida, with its principal place of business
located at 1661 Old Henderson Road, Columbus, Ohio 43220, has named Kevin R.
Lottes, located at 4001 Tamiami Trail North, Suite 300, Naples, Florida 34102, as its
registered agent to accept service of process within Florida.

Having been named as registered agent and to accept service of process for the
above stated corporation at the place designated in this certificate, I hereby agree to
accept the appointment as registered agent and agree to act in this capacity. I further
agree to comply with the provisions of all statutes relating to the proper and complete
performance of my duties, and I am familiar with and accept the obligations of my
position as registered agent.

Dated: November 2, 1998


Kevin R. Lottes, Esq.