

CORDON LAW OFFICES

335 Northwest 54th Street
Miami, Florida 33127

Telephone: (305) 759-2446

Telecopier: (305) 759-6476

- Admitted Before The Federal and Florida Bars -

Ron Cordon, Esquire

Marlie Cordon, Esquire

P98000106268

December 8, 1998

Florida Department of State
Sandra B. Mortham, Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

100002717501--6
-12/21/98--01062--002
****122.50 ****78.75

RE: AMERICAN ADULT LIVING FACILITIES, INC.
ARTICLES OF INCORPORATION

Dear Mrs. Mortham:

Enclosed you will find the original and one copy of the Articles of Incorporation for the above-referenced entity and a check in the amount of one hundred twenty-two dollars and fifty cents (\$ 122.50) for the filing fee.

If you have any questions, please feel free to contact my office.

Sincerely,


Ron Cordon, Esq.

FILED
98 DEC 21 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RC/mcm

encl.

cc : file

c:\wp\incorpor\ameriadu\cvrltr

Pmo
12/23/98

CORDON LAW OFFICES

335 Northwest 54th Street
Miami, Florida 33127

Telephone: (305) 759-2446

Telecopier: (305) 759-6476

- Admitted Before The Federal and Florida Bars -

Ron Cordon, Esquire

Marlie Cordon, Esquire

ARTICLES OF INCORPORATION OF AMERICAN ADULT LIVING FACILITIES, INC.

* * * * *

- Table Of Contents -

FILED
98 DEC 21 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I	- Name	2
ARTICLE II	- Duration	2
ARTICLE III	- Purpose	2
ARTICLE IV	- Capital Stock	2
ARTICLE V	- Initial Registered Office & Agent	3
ARTICLE VI	- Initial Board	3
ARTICLE VII	- Incorporator	3
ARTICLE VIII	- Amendment to Articles of Incorporation	4
ARTICLE IX	- Indemnification	4
ACKNOWLEDGEMENT	5
ACCEPTANCE OF AGENCY	6

(cont'd.)

**ARTICLES OF INCORPORATION
OF
AMERICAN ADULT LIVING FACILITIES, INC.**

(cont'd.)

98 DEC 21 AM 9:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation shall be AMERICAN ADULT LIVING FACILITIES, INC.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to operate an adult living facility and any other like activities permitted under the law.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding, at any time, is one thousand (1,000) shares of common (voting) stock, having a par value of one dollar (\$1.00 US) per share.

The minimum amount of consideration to be received by the corporation for its shares before it shall commence business is Five Hundred (\$500.00) Dollars in cash and/or property.

(cont'd.)

**ARTICLES OF INCORPORATION
OF
AMERICAN ADULT LIVING FACILITIES, INC.**
(cont'd.)

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be at 335 N.W. 54th Street, Miami, Florida 33127, Telephone: (305) 759-2446, and the initial registered agent shall be RON CORDON, ESQ., who upon having accepted this designation, agrees to comply with the provisions of Section 48.091 of the Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process. The principal office address of this Corporation shall be 335 N.W. 54th Street, Miami, Florida 33127.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. The number of Directors may be increased or decreased from time to time by the vote of the stockholders, but in no case shall the number of Directors be less than one (1) nor more than five (5). Election and/or Appointment of Directors shall be as provided in the bylaws. The names and addresses of the Directors constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
CARLINE LATORTUE President, Secretary & Treasurer	11704 S.W. 125th Court Miami, Florida 33186

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
CARLINE LATORTUE	11704 S.W. 125th Court Miami, Florida 33186

(cont'd.)

**ARTICLES OF INCORPORATION
OF
AMERICAN ADULT LIVING FACILITIES, INC.
(cont'd.)**

ARTICLE VIII - AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon.

ARTICLE XI - INDEMNIFICATION

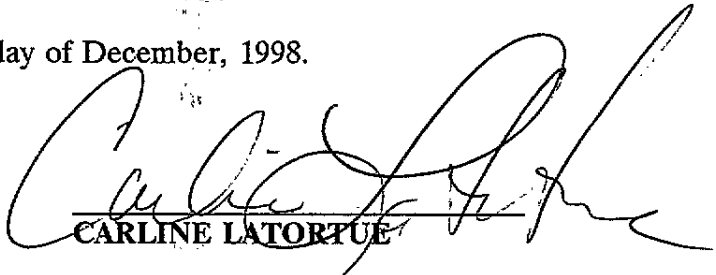
This Corporation shall indemnify, hold harmless and stand in the place of any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include but not be limited to the expenses, including the cost of any judgments, fines, settlements and attorney's fees actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeal thereof, to which any such person or his legal representative may be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

(cont'd.)

**ARTICLES OF INCORPORATION
OF
AMERICAN ADULT LIVING FACILITIES, INC.**

(cont'd.)

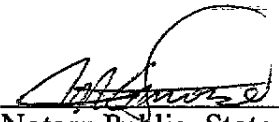
IN WITNESS WHEREOF, we, the undersigned, being each of the original subscribers to the capital stock hereinabove named, and for the purpose of forming a corporation pursuant to the corporation law of the State of Florida do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set our hands and seals at Miami, Dade County, Florida, this ___ day of December, 1998.


CARLINE LATORTUE

STATE OF FLORIDA]
COUNTY OF DADE]

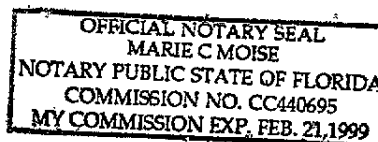
BEFORE ME, the undersigned authority, personally appeared CARLINE LATORTUE, who is personally known to me, or has produced the following identification: Drivers License and is known to be the individual described in, and who executed the foregoing Certificate of Incorporation. She acknowledged before me that She executed the same for the purposes expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Dade County, Florida, this 16th day of December, 1998.



Notary Public, State of Florida

My Commission Expires:



(cont'd.)

**ARTICLES OF INCORPORATION
OF
AMERICAN ADULT LIVING FACILITIES, INC.**

(cont'd.)

ACCEPTANCE OF REGISTERED AGENT

FILED

98 DEC 21 AM 9:49


SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for AMERICAN ADULT LIVING FACILITIES, INC., the establishment designated in the Articles of Incorporation, RON CORDON, ESQ., agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such an office.

Dated this ____ day of December, 1998.

REGISTERED AGENT

By:


Ron Cordon, Esquire