

The ADULT & CARE GROUP, Inc.
Development — Management — Ancillary Services

PC9100226779
FILED

99 JAN 19 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 15, 1999

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*****78.75 *****78.75

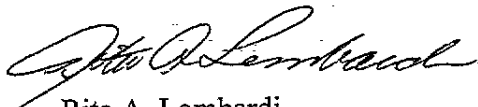
Corporate Records Bureau
Division of Corporation
Department of State
P.O. Box 6327
Tallahassee, FL 32301

Gentlemen:

Enclosed please find the Articles of Incorporation for Park Place of St. Augustine, Inc.
and a check in the amount of \$78.75 to cover the processing fees.

Please send the acknowledgement letter and certified copy of the Articles to my attention
at the address listed below.

Very truly yours,



Rita A. Lombardi
Corporate Secretary

RAL:lbm
Enclosures.

P. Hall

JAN 25 1999



ARTICLES OF INCORPORATION

OF

Park Place of St. Augustine, Inc.

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The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE 1.

Name

- 1.1) Name. The name of the corporation is
Park Place of St. Augustine, Inc.

ARTICLE 2.

Purpose and Powers

- 2.1) Purpose. The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state.

- 2.2) Powers. This corporation shall have all of the powers enumerated in the Florida General Corporation Act.

ARTICLE 3.

Capital Stock

- 3.1) Number of Shares. The aggregate number of shares that the corporation shall have the authority to issue is 7500 shares of Capital stock with a par value of \$1.00.

- 3.2) Initial Issue. One thousand (1,000) shares of the Capital stock of the corporation shall be issued for cash at a par value of \$1.00.

3.3) Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

3.4) Classes of Stock and Shares in Series. The shares of the corporation are not to be divided into classes. The corporation is not authorized to issue shares in series.

ARTICLE 4.
Corporate Existence and Period of Duration

4.1) Corporate Existence. Corporate existence shall begin on the date these Articles are filed.

4.2) Period of Duration. The period of duration of the corporation is perpetual.

ARTICLE 5.
Initial Registered Office and Agent and Principal Business Office

5.1) Initial Registered Office and Agent. The street address of the initial registered office of this corporation is 430 Park Place Boulevard, Suite 600 Clearwater, FL 33759 and the name of the initial registered agent of this corporation at that address is John J. Piazza

5.2) Principal Business Office. The principal business office of this corporation is 430 Park Place Boulevard, Suite 600 Clearwater, FL 33759

ARTICLE 6
Directors

6.1) Initial Board of Directors. This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the person who shall serve as the director until the first annual meeting of shareholders, or until his successor shall have been elected and qualified, is as follows:

John J. Piazza
430 Park Place Boulevard, Suite 600
Clearwater, FL 33759

ARTICLE 7.
Incorporator

7.1) Incorporator. The name and address of the initial incorporator is as follows:

John J. Piazza
430 Park Place Boulevard, Suite 600
Clearwater, FL 33759

ARTICLE 8.
Powers and Rights of Shareholders

8.1) Pre-emptive Rights. The holders of the common stock of this corporation shall have pre-emptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The pre-emptive right of any holder is determined by the ratio of the holder of all shares of common stock currently authorized (authorized and issued).

8.2) Method of Voting. The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

ARTICLE 9.
Amendments

9.1) Amendments to Articles of Incorporation. The corporation reserves the right from time to time to amend, alter, or repeal, or to add any provision to, its Articles of Incorporation, in any manner now or hereafter prescribed or permitted by the provisions of Chapter 607 of Florida Statutes, or any amendment thereto, or by the provisions of any other applicable statute of the State of Florida; and all rights conferred upon stockholders by these Articles of Incorporation or any amendment hereto are granted, subject to this reservation.

A handwritten signature in dark ink, appearing to be "J. P. [unclear]", is written over a horizontal line.

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"I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation."

(DATE)

IN WITNESS WHEREOF, The undersigned has made and subscribed to these Articles of Incorporation at Clearwater, Florida on the 15th day of January, 1999.

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared John J. Paggan who is to me well known to be the person described and who subscribed the above Articles before me according to law that he/she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Clearwater in said County and State this 15th day of January, 1999.

My commission expires:

OFFICIAL NOTARY SEAL
RITA A LOMBARDI
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC612170
MY COMMISSION EXP. JAN. 19, 2001