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TRANSMITTAL LETTER

April 8, 1999

TO: Qualification/Tax Lien Section
Division of Corporations

000002836270--5
-04/12/99-01100-003
*****78.75 *****78.75

SUBJECT: **BRIGHTER TOMORROW'S ADULT HEALTH CARE FACILITY, INC.**
(Name of Corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Articles of Incorporation", "Certificate Designating a Registered Agent and Registered Office for the Service of Process", and check in the amount of \$78.75 (\$70.00 filing fee and \$8.75 for return of certified copy of Articles of Incorporation) are submitted to register the above referenced corporation to transact business in the State of Florida.

Please return all correspondence concerning this matter to the following:

Hal F. Wotitzky, Esquire
Wotitzky, Wotitzky, Mizell, Ross & Goldman, P.A.
223 Taylor Street
Punta Gorda, FL 33950-4427

FILED
99 APR 12 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Should you need to call someone concerning this matter, please call:

Hal F. Wotitzky, Esquire at (941) 639-2171

DMC
4/13/99

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

ARTICLES OF INCORPORATION
OF
BRIGHTER TOMORROW'S ADULT CARE FACILITY, INC.

FILED
99 APR 12 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby sign and direct these Articles to be delivered to the Department of State, State of Florida, for the purpose of forming a corporation under the laws of the State of Florida.

Article 1 - Name and Mailing Address

The name of this corporation is Brighter Tomorrow's Adult Care Facility, Inc. and its mailing address shall be 408 Seasons Drive, Punta Gorda, FL 33983.

Article 2 - Duration of Corporate Existence

This corporation shall exist perpetually.

Article 3 - Purposes

The general purposes for which this corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes, as the same now exists or as it may hereafter be changed.

Article 4 - Capital Stock

The aggregate number of shares of stock this corporation is authorized to have outstanding at any time is 100 shares of common stock. There shall be no other type or class of stock.

Article 5 - Address and Registered Agent

The street address of the initial registered office of this corporation shall be 408 Seasons Drive, Punta Gorda, FL 33983. The name of the initial registered agent at such address is Gail Yvette Beaudoin.

Article 6 - Directors

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by ByLaws adopted by the shareholders, but shall never be less than 1 nor more than 3.

Article 7 - Initial Director

The name and post office address of the initial director is:

Name

Address

Gail Yvette Beaudoin

408 Seasons Drive, Punta Gorda, FL 33983

Article 8 - Incorporator

The name and post office address of the incorporator of this corporation is:

Name

Address

Gail Yvette Beaudoin

408 Seasons Drive, Punta Gorda, FL 33983

Article 9 - Preemptive Rights

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's pro rata portion of the following:

A. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the shareholder.

Article 10 - Indemnification

The corporation shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of any other corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlements, actually and reasonably incurred by him; or her in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful. However, no indemnification shall be provided in any action or suit by or in the right of the corporation to procure a judgment in its favor, with respect to any claim, issue or matter as to which such person is adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not meet the applicable standard of conduct. Indemnification

hereunder shall continue to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of such person.

Article 11 - Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

8th IN WITNESS WHEREOF, the undersigned has hereunto subscribed their name and affixed their seal this day of April, 1999.

Signed, Sealed and Delivered in the Presence of:

Laura L. Long
Laura L. Long

Printed name of first witness

Melissa Amato
Melissa Amato

Printed name of second witness

Gail Yvette Beaudoin
Gail Yvette Beaudoin, Incorporator and Director

State of Florida
County of Charlotte

The foregoing instrument was acknowledged before me this 8th day of April, 1999 by Gail Yvette Beaudoin. She is personally known to me or produced FL Driver's License # 6350-54-5860 as identification and did/did not take an oath.

My Commission expires:

Laura L. Long
Notary Public
Printed name of notary Laura L. Long
743 EXPIRES

Serial or Commission Number



LAURA L. LONG INSURANCE, INC.
Laura L. Long
MY COMMISSION # CC820343 EXPIRES
March 23, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING A REGISTERED AGENT AND
REGISTERED OFFICE FOR THE SERVICE OF PROCESS**

FILED
99 APR 12 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with § 48.091 Fla. Stat., the following is submitted:

Brighter Tomorrow's Adult Care Facility, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 408 Seasons Drive, Punta Gorda, FL 33983, Charlotte County, Florida, has designated **Gail Yvette Beaudoin**, whose street address is 408 Seasons Drive, Punta Gorda, FL 33983, Charlotte County, Florida, as its agent to accept service of process within this state.

**BRIGHTER TOMORROW'S ADULT HEALTH
CARE FACILITY, INC.**

Dated: 4/8/99

By: Gail Yvette Beaudoin
Gail Yvette Beaudoin

ACCEPTANCE

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.

Dated: 4/8/99

Gail Yvette Beaudoin
Gail Yvette Beaudoin