

JAN-23-03 THU 01:51 PM MCGUIRE WOODS LLP

FAX NO. 9047983207

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Division of Corporations

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Florida Department of State

Division of Corporations

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Fax Number : (850) 205-0381

From:

Account Name : MCGUIRE, WOODS, BATTLE & BOOTHE LLP

Account Number : 071075000166

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FLORIDA PROFIT CORPORATION OR P.A.

Vestcor Communities, Inc.

Certificate of Status	0
Certified Copy	0
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F. CHESLER

JAN 24

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ARTICLES OF INCORPORATION
OF
VESTCOR COMMUNITIES, INC.

ARTICLE I.

CORPORATE NAME

The name of this corporation is VESTCOR COMMUNITIES, INC.

ARTICLE II.

INITIAL PRINCIPAL OFFICE

The street address and the mailing address of the initial principal office of this corporation is 3020 Hartley Road, Suite 300, Jacksonville, FL 32257.

ARTICLE III.

COMMENCEMENT OF EXISTENCE

The existence of the corporation shall commence on execution by the incorporator unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence shall commence on the date of filing of these Articles of Incorporation.

ARTICLE IV.

CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common stock with a par value of One Cent (\$0.01) per share, which shares shall be and hereby are designated as "Common Shares." Without action by the shareholder(s), any or all of the authorized shares may be issued by this corporation from time to time for such consideration as may be fixed by the board of directors of this corporation.

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ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the state of Florida is 3020 Hartley Road, Suite 300, Jacksonville, Florida 32257, and the name of the initial registered agent of this corporation at that address is William L. Morgan. The board of directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI.

INCORPORATOR

The name and address of the Incorporator of this corporation is:

William L. Morgan
3020 Hartley Road, Suite 300
Jacksonville, Florida 32257

ARTICLE VII.

AMENDMENTS AND BYLAWS

These Articles of Incorporation may be amended in the manner provided by law. Either the shareholder(s) or board of directors may repeal, amend, or adopt bylaws for the corporation, pursuant to these articles, except that the shareholder(s) may prescribe in any bylaw made by them that such bylaw shall not be altered, repealed, or amended by the board of directors.

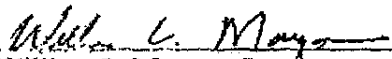
JAN-23-03 THU 01:53 PM MCGUIRE WOODS LLP

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IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 22 day of
January, 2003.



William L. Morgan, Incorporator

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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
VESTCOR COMMUNITIES, INC.**

Pursuant to Section 607.0501, Florida Business Corporation Act, William L. Morgan, located at 1020 Hartley Road, Suite 300, Jacksonville, Florida, 32257, having been named as registered agent to accept service of process upon VESTCOR COMMUNITIES, INC., hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties as registered agent, acknowledging hereby that he is familiar with and accepts the obligations of his position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate in Jacksonville, Duval County, Florida on this 22 day of January, 2003.


William L. Morgan, Registered Agent

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