

PAW000029183

HAYS STREET
LAHASSER, FL 33401
334-9171
PROPERTY TAX

RECEIVED
96 APR -2 PM 1:13
DIVISION OF CORPORATION
FILED
96 APR -2 PM 4:01
SECRET STATE
TALLAHASSEE, FLORIDA



ACCOUNT NO. : 072100000032
REFERENCE : 903554 9315A
AUTHORIZATION : Patricia Pyzdek
COST LIMIT : \$ 122.50

ORDER DATE : April 1, 1996
ORDER TIME : 11:05 AM
ORDER NO. : 903554
CUSTOMER NO: 9315A
CUSTOMER: Judy Stone, Legal Assistant
MARTIN J. HASEY, ESQ
Suite 260
2500 North Military Trail
Boca Raton, FL 33431

DOMESTIC FILING

NAME: SHEPHERDS OF PALM BEACH, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JENNIFER MORAN

EXAMINER'S INITIALS: _____

Handwritten initials
4-3-96

FILED
96 APR -2 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SHEPHERDS OF PALM BEACH, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SHEPHERDS OF PALM BEACH, INC.

The address of the principal office of this corporation shall be 3201 Black Oak Court, Boynton Beach, Florida 33426, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$5.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 3201 Black Oak Court, Boynton Beach, Florida 33436, and the name of the initial registered agent of the corporation at that address is Judy K. Stone.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Judy K. Stone	3201 Black Oak Court
Dir./Pres.	Boynton Beach, Florida 33436

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

FILED
96 APR -2 PM 4:01
SECRET
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company, on April 2, 1996.

CORPORATION SERVICE COMPANY

By: Karen B. P...
Its Agent, Karen B. P...

ACG/jlm

FILED

96 APR -2 PM 4:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby 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.

JUDY K. STONE, REGISTERED AGENT

By: Judy K Stone
Date: 4/2/96

P96000029183

James Jack
Stone
4591 W Atlantic Ave
Kalamazoo MI 49001

11000000000000000000
-00000000000000000000
*****5.00 *****5.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____ (Corporation Name) (Document #)
- 2. _____ (Corporation Name) (Document #)
- 3. _____ (Corporation Name) (Document #)
- 4. _____ (Corporation Name) (Document #)

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Certified Copy
- Photocopy
- Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SH 7/30
FILED
96 JUL 23 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

Shepherds of Palm Beach Inc.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article VI is hereby ammended to show Alan M. Altman -President / Director and Jack D. Stone III as Vice President/Director. I Judy K. Stone hereby remove myself as president/director of this corporation but will continue to be registered agent. (copy of resignation attached)

FILED
96 JUL 23 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

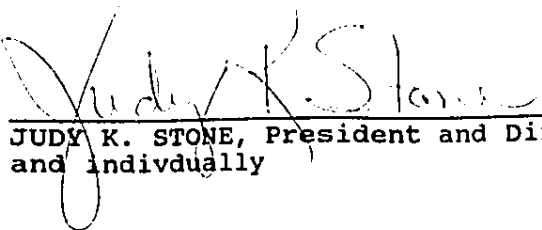
SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: June 6, 1996

RESIGNATION

I THE UNDERSIGNED SOLE DIRECTOR AND OFFICER OF
SHEPHERD'S OF PALM BEACH, INC., A FLORIDA CORPORATION,
DO HEREBY APPOINT ALAN M. ALTMAN AS PRESIDENT AND DIRECTOR
AS MY SUCCESSOR AND JACK D. STONE, III AS DIRECTOR, VICE
PRESIDENT, TREASURER AND SECRETARY. I HEREBY TENDER MY
RESIGNATION, TO TAKE EFFECT UPON THE ADJOURNMENT OF TODAY'S MEETING
OF THE BOARD OF DIRECTORS AT WHICH THIS RESIGNATION IS ACCEPTED.
I DO NOT OWN STOCK IN THE CORPORATION AND WILL NO LONGER BE
AFFILIATED WITH SHEPHERD'S, OF PALM BEACH INC. OR ANY VENTURE
WHICH IT MAY UNDERTAKE.


DATED: JUNE 6, 1996


JUDY K. STONE, President and Director
and individually

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
- "The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."
- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 6 of June, 19 96.

Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Typed or printed name

Title