

No 03000004818

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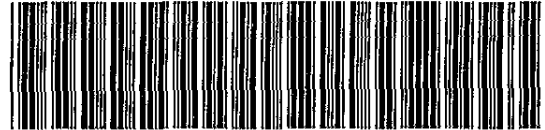
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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06/03/03--01091--008 **113.75

FILED
03 JUN -3 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

vl

HARLEY HERMAN

Attorney at Law

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May 30, 2003

Department of State
Division of Corporations
Corporate Filing - Amendments
P O Box 6327 Tallahassee FL 32314

RE: Dissolution of For-Profit Corporation: Group Masters, Inc.
Incorporation of Not-for-Profit Corporation: Group Masters, Inc.

To the Corporate Filing and Amendments Departments:

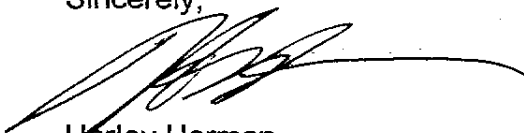
Enclosed are

Articles of Dissolution for Group Masters, Inc.,
(a For-Profit Corporation filed with your office on May 15, 2003),
An affidavit concerning the release of the corporate name: Group Masters, Inc.
Articles of Incorporation of a Not-For-Profit Corporation to be named Group Masters, Inc. ...
Designation of Registered Office and Registered Agent for Group Masters, Inc.
A check for \$113.75, for the filing fees for these documents, and a certified copy of the
Articles of Incorporation of the Not-For-Profit corporation.

I am filing these documents pursuant to a phone conference with your office, concerning my client's initial erroneous decision to incorporate a For-Profit corporation, and his subsequent discovery that the type of activity his corporation intended to engage in required the establishment of a Not-For-Profit corporation. According to the information discussed with your office, my client needed to dissolve the For-Profit Corporation, sign an affidavit to release the name of the For-Profit corporation, and then file articles of incorporation for a Not-For-Profit corporation.

I request the filing of the enclosed documents. Upon the filing of the articles of the Not-For-Profit corporation, please issue and mail to my office the Certified Copy of the Articles of Incorporation of the Not-For-Profit corporation - Group Masters Inc., If there are any questions, or if anything additional is needed, please call or e-mail me.

Sincerely,



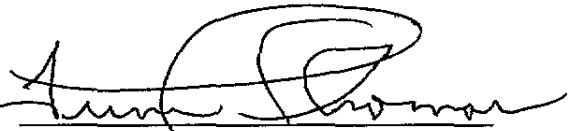
Harley Herman
Attorney at Law

**AFFIDAVIT OF INCORPORATOR
OF GROUP MASTER, INC.**

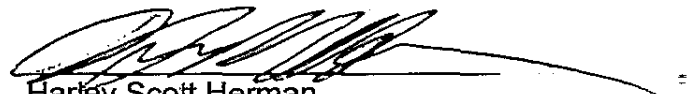
STATE OF FLORIDA
COUNTY OF LAKE

Trini L. Thomas appeared personally before me, and after being duly sworn states the following:

1. I am Trini L. Thomas, the incorporator of GROUP MASTER, INC.. My address is 36154 Grays Airport Road, Fruitland Park, Florida, 34731.
2. On May 15, 2003, Articles of Incorporation for GROUP MASTER, INC. were filed and assigned number P03000053852.
3. GROUP MASTER, INC. has filed its Articles of Dissolution, so that Articles of Incorporation for a Not-for-Profit Corporation with the name of GROUP MASTER, INC. can be filed.
4. GROUP MASTER, INC. intends its dissolution to be permanent and it will not revoke the Articles of Dissolution.
5. To enable the incorporation of a Not-for-Profit Corporation with the name of GROUP MASTER, INC., the for-profit corporation: GROUP MASTER, INC., and its undersigned incorporator give up all rights to the name GROUP MASTER, INC.


Trini L. Thomas

Sworn to and Subscribed before me by Trini L. Thomas who is personally known by me.


Harley Scott Herman
Notary Public



HARLEY SCOTT HERMAN
MY COMMISSION # DD 136093
EXPIRES: August 3, 2006
Bonded Thru Budget Notary Services

ARTICLES OF INCORPORATION

OF

GROUP MASTER, INC.

FILED

03 JUN -3 PM 4:00

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE ONE - CORPORATE NAME

The name of this not-for-profit corporation is: **GROUP MASTER, INC.**

ARTICLE TWO - PRINCIPAL OFFICE AND MAILING ADDRESS

The street and mailing address of the initial principal office of the corporation is:

36154 Grays Airport Road, Fruitland Park, Florida, 34731.

ARTICLE THREE - PURPOSE

The corporation is organized for the purpose of establishing and operating group homes for individuals who are mentally challenged or who have developmental disabilities.

ARTICLE FOUR - INITIAL BOARD OF DIRECTORS

The names and addresses of the initial Board of Directors of this corporation shall be as follows:

Trini L. Thomas
P.O. Box 61
Fruitland, Florida 34731

Betty Thomas
P.O. Box 61
Fruitland, Florida 34731

ARTICLE FIVE - METHOD OF ELECTION OR APPOINTMENT OF DIRECTORS

The directors of this corporation shall be elected and appointed in the manner stated in the bylaws of this corporation.

ARTICLE SIX - REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent and office of this corporation is as follows:

AGENT: Trini L. Thomas

REGISTERED OFFICE: 36154 Grays Airport Road, Fruitland Park, Florida, 34731

ARTICLE SEVEN - INCORPORATOR

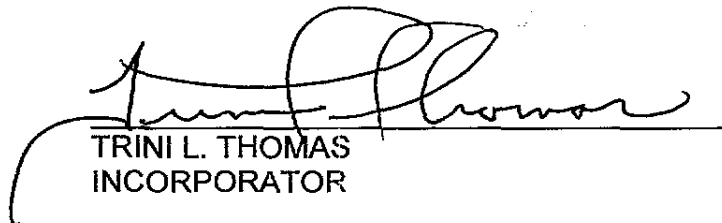
The name and address of the incorporator of this corporation is:

Trini L. Thomas
36154 Grays Airport Road
Fruitland Park, Florida, 34731.

ARTICLE EIGHT - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, on May 29th, 2003.


TRINI L. THOMAS
INCORPORATOR

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 48.091, and 607.034, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

GROUP MASTER, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS
OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 36154 Grays
Airport Road, Fruitland Park, Florida, 34731, AND REGISTERED OFFICE AT 36154 Grays
Airport Road, Fruitland Park, Florida, 34731,
HAS NAMED Trini L. Thomas WHOSE ADDRESS IS IDENTICAL TO THE REGISTERED
OFFICE OF THE CORPORATION, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

SIGNATURE

TITLE

DATE

Incorporator

May 29, 2003

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO
ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF
ALL STATUTES, RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES.

SIGNATURE

DATE

Trini L. Thomas

May 29, 2003

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TALLAHASSEE, FLORIDA