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LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 022358 4810042

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : July 17, 1996

ORDER TIME : 10:20 AM

ORDER NO. : 022358

CUSTOMER NO: 4810042

CUSTOMER: Randal C. Fairbanks, Esq
MARKS GRAY CONROY & GIBBS
First Union Bank Building
1200 Riverplace Blvd, Ste 800
Jacksonville, FL 32207

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DOMESTIC FILING

NAME: COSY LIFE FOUNDATION, 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: Clint Fuhrman

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUL 17 PM 3:17

7/17/96
DIVISION OF CORPORATIONS
JUL 17 PM 12:49

**ARTICLES OF INCORPORATION
OF
COSY LIFE FOUNDATION, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 17 PM 3:17

ARTICLE I

NAME

The name of the Corporation is "Cosy Life Foundation, Inc".

ARTICLE II

TERM OF EXISTENCE

The term for which the Corporation shall exist shall be perpetual.

ARTICLE III

PURPOSE

The purpose and objects of the Corporation, governed by Chapter 617, Florida Statutes, the Florida Not For Profit Corporation Act, shall be exclusively educational and charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code"). No part of the assets of the Corporation nor the earnings thereof shall inure to the benefit of any member, director, officer or employee of the Corporation, except that the Corporation may pay reasonable compensation for services provided to the Corporation or on its behalf.

ARTICLE IV

SCOPE OF ACTIVITY

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction with others, to do any and all lawful acts and things and to engage in any and all lawful activities that may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster or attain any of such purposes. Notwithstanding anything in this Articles of Incorporation to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c) of the Code and the regulations under the Code as the Code and such regulations now exist or as they may hereafter be amended from time to time.

ARTICLE V

PROHIBITED ACTIVITIES

At all times, and notwithstanding any change in name, merger, consolidation, reorganization, termination, dissolution or winding up of this Corporation, voluntary or

involuntary, or by operation of law, or any other provision of these Articles of Incorporation or any other organizational documents of the Corporation:

(a) The Corporation shall not possess or exercise any power or authority either expressly, by interpretation or by operation of law that will prevent it at any time from qualifying and continuing to qualify as a Corporation described in Section 501(c)(3) of the Code nor shall it engage directly or indirectly in any activity that would cause the loss of such qualification.

(b) No part of the assets or net earnings of the Corporation shall be used ever, nor shall the Corporation ever be organized or operated, for purposes that do not exclusively promote purposes authorized by Section 501(c)(3) of the Code and the regulations thereunder.

(c) The Corporation shall not be operated for the principal purpose of carrying on a trade or business for profit.

(d) At no time shall the Corporation engage in any activities that are unlawful under the laws of the United States of America, the State of Florida or any other jurisdiction where its activities are carried on.

(e) No part of the income of the Corporation shall enure to the benefit of any member, trustee, director, officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no member, trustee, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets.

(f) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code and the Corporation shall not:

- (i) Engage in any act of self-dealing as defined in Section 4941(d) of the Code;
- (ii) Retain any excess business holdings as defined in Section 4943(c) of the Code;
- (iii) Make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; or
- (iv) Make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE VI

DISSOLUTION

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state or local government

for a public purpose. Any such assets not so disposed of shall be disposed of by the appropriate court of the county in which the principal office of the corporation is then located, exclusively for such purposes.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation in the State of Florida is 830-13 A1A North, Suite 124, Ponte Vedra Beach, Florida 32082 and the name of the initial registered agent of the Corporation at that address is Yvonne J. Stephens. 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 VIII

PRINCIPAL OFFICE OF THE CORPORATION

The principal office of the business and the mailing address of the Corporation shall be 830-13 A1A North, Suite 124, Ponte Vedra Beach, Florida 32082. The Board of Directors may, from time to time, change the principal office and mailing address to any other address in Florida.

ARTICLE IX

BOARD OF DIRECTORS

The number of Directors of the Corporation and the method by which they are elected shall be contained in the Bylaws of the Corporation.

ARTICLE X

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI

INCORPORATOR

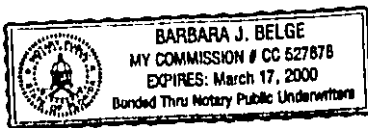
The name and the address of the incorporator of the Corporation is Randal C. Fairbanks, Suite 800, 1200 Riverplace Boulevard, Jacksonville, Florida 32207.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 16TH day of July, 1996.

 (SEAL)
Randal C. Fairbanks, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 16th day of July,
1996, by Randal C. Fairbanks, who is personally known to me or who has produced
_____ as identification.



(SEAL)

Barbara J. Belge
Print Name: Barbara J. Belge
Notary Public, State of Florida
My Commission expires: _____
Commission Number: _____

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION
OF REGISTERED AGENT OF
COSY LIFE FOUNDATION, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 17 PM 3:17

The undersigned, having been designated as the initial Registered Agent for the service of process with n the State of Florida upon Cosy Life Fouridation, Inc., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named Corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said Corporation, which Registered Office is located at 830-13 A1A North, Suite 124, Ponte Vedra Beach, Florida 32082.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Ponte Vedra Beach, St. Johns County, Florida, on this 16TH day of July, 1996.



Yvonne J. Stephens, Registered Agent