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KENNETH M. BEANE

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June 30, 2000

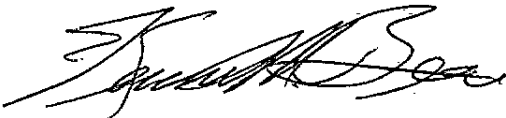
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****70.00 *****70.00

RE: The Brantley Living Center, Inc.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check No. 8379 in respect of \$70.00.

Very truly yours,



Kenneth M. Beane.

KMB:wf

Encl:

FILED
00 JUL -3 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-7-00
3

ARTICLES OF INCORPORATION
OF
THE BRANTLEY LIVING CENTER, INC.

00 JUL -3 AM 8:39
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: **THE BRANTLEY LIVING CENTER, INC.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1131 W. Lake Brantley Road, Altamonte Springs, FL 32714

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares at \$1.00 par value.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

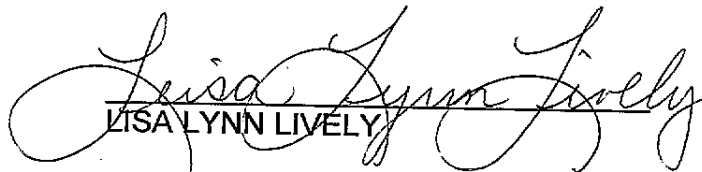
Lisa Lynn Lively,
1419 Michael Terrace
Orlando, Florida 32839

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

1419 Michael Terrace
Orlando, Florida 32839

The undersigned has executed these Articles of Incorporation this 23 day of June, 2000.

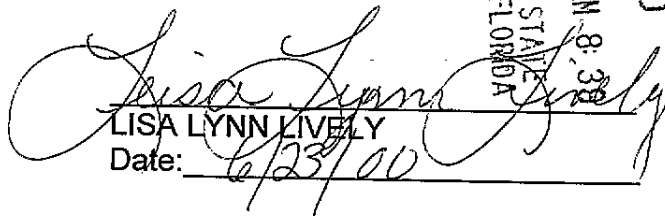

LISA LYNN LIVELY

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: **THE BRANTLEY LIVING CENTER, INC.**
2. The name and address of the registered agent and office is:

Lisa Lynn Lively,
1419 Michael Terrace
Orlando, Florida 32839

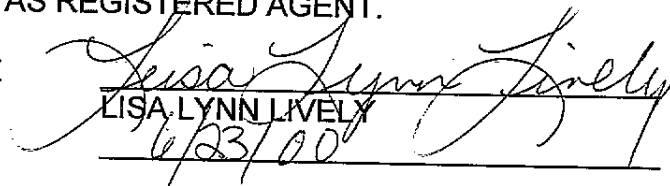

LISA LYNN LIVELY
Date: 6/23/00

FILED
00 JUL -3 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE

DATE:


LISA LYNN LIVELY
6/23/00