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2001 MAY -2 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 30, 2001

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: MAGNOLIA DAYBREAK CENTER, INC.

2000004132192--6
-05/02/01--01063--002
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed please find original and one copy of Articles of Incorporation for the above-referenced corporation.

Please forward a copy in the enclosed, self-addressed, stamped envelope provided herein.

Very truly yours,



Cheryl A. Kelly-Hedstrum,
Paralegal

Enclosures

✓
5/7/01

ARTICLES OF INCORPORATION
OF
MAGNOLIA DAYBREAK CENTER, INC

FILED
2001 MAY -2 PM 12:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I
Corporate Name

The name of the corporation is: **MAGNOLIA DAYBREAK CENTER, INC**

ARTICLE II
Duration

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III
Purpose

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
Capital Stock

The corporation is authorized to issue 10,000 shares of capital stock with no par value, which shall be designated "Common Shares".

ARTICLE V
Initial Registered Office and Agent

The principal office, and the mailing address of the corporation is:

33727 Shady Acres Rd.
Leesburg, Florida 34788

The name and street address of the initial registered agent of this corporation is:

Michael E. Golub, Esquire
418 W. Alfred Street, Suite 1
Tavares, Florida 32778

**ARTICLE VI
Incorporators**

The name and addresses of the incorporator signing these Articles of Incorporator are as follows:

Michael E. Golub, Esquire
418 W. Alfred Street, Suite 1
Tavares, Florida 32778

**ARTICLE VII
Initial Board of Directors**

This corporation shall have two directors initially. The number of Directors may be either increased or diminished from time-to-time by the by-laws, but shall never be less than one. The name and address of the initial director are as follows:

Carol Elliott
33727 Shady Acres Rd.
Leesburg, FL 34788

Gayle Twomey
9015 Stone Drive
Webster, Florida 33597

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26th day of April, 2001.



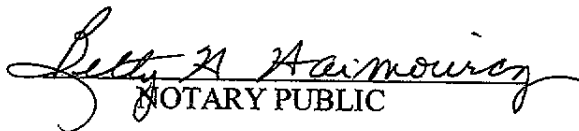
Incorporator

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 26 day of April, 2001, by Michael E. Golub who is personally known to me or who has produced _____ as identified and who did/did not take an oath.



Betty H. Haimowicz
Commission # CC 913855
Expires Feb. 27, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

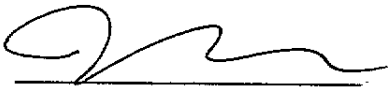


NOTARY PUBLIC

CERTIFICATE AND ACKNOWLEDGMENT OF REGISTERED AGENT

Certificate of Registered Agent of **MAGNOLIA DAYBREAK CENTER, INC**
pursuant to Florida Statutes, Section 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 33727 Shady Acres Rd., Leesburg, Florida 34788 has named Michael E. Golub, Esquire located at 418 W. Alfred Street, Suite 1, Tavares, Florida 32778 as its registered agent to accept service of process within this state. Under that acknowledgment having been named registered agent to accept service of process for the above stated corporation at the place designated in this certificate and being familiar with the obligations of that position, I hereby accept to act in this capacity and agree to comply with the provisions of Florida law in keeping open said office.



Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA