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ESTABLISHED 1966

INDEPTH TAX MANAGEMENT, INC.

330-2998

P.O. Box 4502
BOYNTON BEACH, FL 33424

SMALL BUSINESS SPECIALIST

OFFICE (561) ~~330-2998~~
~~XXXXXXXXXXXX~~

AUGUST 16, 01

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

200004562442--4
-08/29/01--01080--025
*****79.00 *****79.00

RE: FLEMMING LEISURE LIVING, INC.

GENTLEMEN:

PLEASE FIND MY CHECK ENCLOSED IN THE AMOUNT OF \$78.75.

THIS AMOUNT REPRESENTS THE FILING FEES FOR THE ABOVE
NAMED CORPORATION AND REGISTERED AGENT DESIGNATION.

SINCERELY,

DEIDRA GRANT

FLEMMING LEISURE LIVING, INC.
4805 PINE KNOT LANE
WEST PALM BEACH, FL. 33417

FILED
01 AUG 29 AM 10:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

JOHN A PARTICA
ACCOUNTANT

ARTICLES OF INCORPORATION

of

FLEMMING LEISURE LIVING, INC.

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

FLEMMING LEISURE LIVING, INC.

01 AUG 29 AM 10: 01
SECRETARY OF STATE
TALLAHASSEE FLORIDA
FILED

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

The 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 500 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS			
4805 PINE KNOT LANE			
CITY	WEST PALM BEACH	FLORIDA	ZIP 33417

Mailing address, if different

STREET ADDRESS			
CITY		FLORIDA	ZIP

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	DEIDRA GRANT		
ADDRESS	4805 PINE KNOT LANE		
CITY	WEST PALM BEACH	FLORIDA	ZIP 33417

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) 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 (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	DEIDRA GRANT		
ADDRESS	4805 PINE KNOT LANE		
CITY	WEST PALM BEACH	STATE FL.	ZIP 33417
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	DEIDRA GRANT		
ADDRESS	4805 PINE KNOT LANE		
CITY	WEST PALM BEACH	STATE FL.	ZIP 33417
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

The undersigned incorporator(s) have executed these Articles of Incorporation this 16TH day of AUGUST 1982.

X1 Deidra Grant (Signature)

_____ (Signature)

_____ (Signature)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

01 AUG 29 AM 10: 01
SECRETARY OF STATE
TALLAHASSEE FLORIDA
FILED

FLEMMING LEISURE LIVING, INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 4805 PINE KNOT LANE

WEST PALM BEACH, FL. 33417

has named DEIDRA GRANT

located at the aforesaid address, as its registered agent to accept service of process within this state.

Having been named as registered agent and to accept service of process for the above stated 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.

xi Deidra Grant
(Signature)

AUGUST 16, 01

(Date)