

(SAMPLE LETTER OF TRANSMITTAL)
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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-08/15/02--01038--015
*****78.75 *****78.75

Re: A Kern's ALF, Inc.
(Name of Corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$78.75

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours.



Daniel G. Kern, President
(Individual's Name)

A Kern's ALF, Inc.
(Name of Corporation)

MAILING ADDRESS OF CORPORATION		
1453 Classic Drive		
Holiday, FL 34691		
PHONE		
(727)	734-0594	Ext. <input checked="" type="checkbox"/>
Area Code	Number	Ext.

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2002 AUG 15 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

g 8/16/02

ARTICLES OF INCORPORATION

of

A Kern's ALF, Inc.

(name of corporation)

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

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is:

A Kern's ALF, Inc.

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

Seven Thousand Five Hundred (7,500)

The corporation is authorized to issue _____ 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	1930 Union Street		
CITY	Clearwater	FLORIDA	ZIP 33763

Mailing address, if different

STREET ADDRESS	1453 Classic Drive		
CITY	Holiday	FLORIDA	ZIP 34691

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	Daniel G. Kern		
ADDRESS	1930 Union Street		
CITY	Clearwater	FLORIDA	ZIP 34691

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) 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	Daniel G. Kern		
ADDRESS	1453 Classic Drive		
CITY	Holiday	STATE	Florida ZIP 34691
NAME	Alfonsa C. Kern		
ADDRESS	1453 Classic Drive		
CITY	Holiday	STATE	Florida ZIP 34691
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VIII - INCORPORATORS

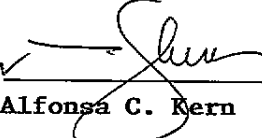
The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Daniel G. Kern		
ADDRESS	1453 Classic Drive		
CITY	Holiday	STATE	Florida ZIP 34691
NAME	Alfonsa C. Kern		
ADDRESS	1453 Classic Drive		
CITY	Holiday	STATE	Florida ZIP 34691
NAME			
ADDRESS			
CITY		STATE	ZIP

The undersigned incorporator(s) have executed these Articles of Incorporation this 10th day of August, ~~19~~ 2002.

 (Signature)
Daniel G. Kern

_____ (Signature)

 (Signature)
Alfonsa C. Kern

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

A Kern's ALF, 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

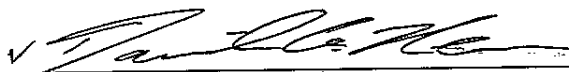
at 1930 Union Street

Clearwater, Florida 33763

has named Daniel G. Kern

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.



(Signature)

August 10, 2002

(Date)

Daniel G. Kern