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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 769265 4311473

AUTHORIZATION:

COST LIMIT : \$ 87.50

*Patricia Pigute*

ORDER DATE : October 3, 2002

ORDER TIME : 11:22 AM

ORDER NO. : 769265-005

CUSTOMER NO: 4311473

CUSTOMER: Jackie Gerstenfeld, Paralegal  
Stearns Weaver Miller Weissler  
Alhadeff & Sitterson, P.a.  
Museum Tower, Suite 2200  
150 West Flagler Street  
Miami, FL 33130

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DOMESTIC FILING

NAME: FLORENCE VILLA LAKESMART, INC.

700008180737--5

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

*ihl 10/3*

**ARTICLES OF INCORPORATION**  
**OF**  
**FLORENCE VILLA LAKESMART, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I - NAME AND ADDRESS**

The name of this corporation is **FLORENCE VILLA LAKESMART, INC.** (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 111 Avenue R, N. E., Winter Haven, Florida 33881.

**ARTICLE II - PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV - INITIAL REGISTERED

OFFICE AND AGENT

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

<u>Name</u>	<u>Address</u>
Brian J. McDonough	2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

ARTICLE V - COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall be comprised of four persons. The number of directors may be increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The name and address of the members of the initial Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Marcela E. Stanislaus	600 North Broadway Bartow, Florida 33830
Vermell V. Brown	608 Avenue S, N. E. Winter Haven, Florida 33881

<u>Name</u>	<u>Address</u>
Seretha S. Tinsley	1900 Havendale Boulevard Winter Haven, Florida 33881
Patsy A. Colston	826 Ware Avenue Winter Haven, Florida 33882

#### ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

<u>Name</u>	<u>Address</u>
Brian J. McDonough	2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

#### ARTICLE VIII - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

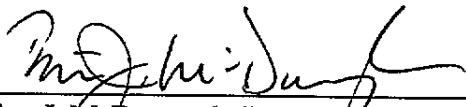
#### ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 27 day of September, 2002.

  
\_\_\_\_\_  
Brian J. McDonough, Incorporator

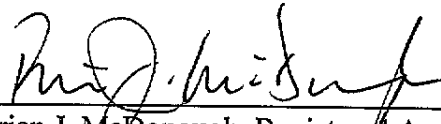
ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.

  
\_\_\_\_\_  
Brian J. McDonough, Registered Agent