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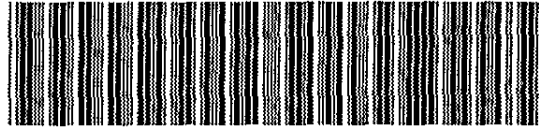
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STATE
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TALLAHASSEE, FLORIDA
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GRAYHARRIS
ATTORNEYS AT LAW

GRAY, HARRIS & ROBINSON, P.A.

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May 22, 2003

E-MAIL ADDRESS

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

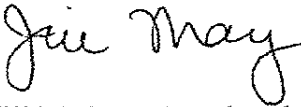
To Whom It May Concern:

Enclosed for filing, please find the **ARTICLES OF INCORPORATION**, along with a check in the amount of **\$78.75** for the applicable filing fees and for a **CERTIFIED COPY** for the following entity:

THE PALMS AT MAITLAND, INC.

Upon receipt, please "date-stamp" the copy of the letter provided and call me at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,


Jill W. May, Paralegal

/jwm
Enclosures

**ARTICLES OF INCORPORATION
OF
THE PALMS AT MAITLAND, INC.**

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TALLAHASSEE, FLORIDA
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ARTICLE I - NAME

The name of this corporation is THE PALMS AT MAITLAND, INC.

ARTICLE II - ADDRESS

The principal office address of the corporation is 1302 W. Maitland Boulevard, Maitland, Florida 32751.

ARTICLE III - DURATION

This corporation shall exist perpetually.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$0.01 par value common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

301 E. Pine Street, #1400
Orlando, Florida 32801

The name of the initial registered agent of this corporation at that address shall be:

William A. Boyles

ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1).

B. The name and address of the initial director and officers of this corporation is as follows:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Steve Strawn	1302 W. Maitland Boulevard Maitland, Florida 32751	Director
Chuck Scherer	1302 W. Maitland Boulevard Maitland, Florida 32751	President/Treasurer
Jacquelyn Ayers	1302 W. Maitland Boulevard Maitland, Florida 32751	Secretary

ARTICLE VIII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Michael J. Bittman	301 E. Pine Street., #1400 Orlando, Florida 32801

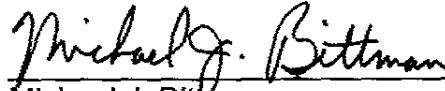
ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders.

ARTICLE X - AMENDMENT

The provisions contained in these Articles of Incorporation, or any amendment hereto, may be amended or repealed by the shareholders of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of May, 2003.

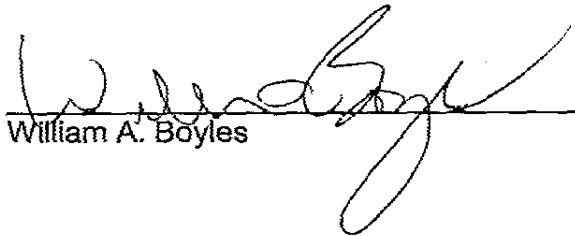


Michael J. Bittman
Incorporator

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of THE PALMS AT MAITLAND, INC., I hereby accept and agree to act in this capacity.

Dated: May 20, 2003


William A. Boyles

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