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SHUFFIELD LOWMAN

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Florida Department of State
Division of Corporations
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From:

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Phone : (407)581-9800
Fax Number : (407)581-9801

EFFECTIVE DATE

7-13-04

FLORIDA PROFIT CORPORATION OR P.A.

Heatherwood Florida Manager II, Inc.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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TALLAHASSEE
FLORIDA

**ARTICLES OF INCORPORATION
OF
HEATHERWOOD FLORIDA MANAGER II, INC.**

THE UNDERSIGNED, acting as sole incorporator of HEATHERWOOD FLORIDA MANAGER II, INC. under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

EFFECTIVE DATE
7-13-04

The name of the corporation is HEATHERWOOD FLORIDA MANAGER II, INC.

ARTICLE II. SHARES

The number of shares which the corporation shall have authority to issue is Ten Thousand (10,000), consisting of a single class of common stock, One Cent (\$0.01) par value per share.

ARTICLE III. COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203(1), Fla. Stat., the corporation's corporate existence shall be deemed to have commenced at 12:01 a.m. on July 13, 2004, or, if later, such time and date as is five business days prior to the date on which these Articles of Incorporation are filed by the Department of State.

ARTICLE IV. PRINCIPAL OFFICE

The address of the Principal Office of the corporation is 5393 Shoreline Circle, Sanford, Florida 32771. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

ARTICLE V. MAILING ADDRESS

The mailing address of the corporation is 5393 Shoreline Circle, Sanford, Florida 32771.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The address of the initial Registered Office of the corporation is 5393 Shoreline Circle, Sanford, Florida 32771, and the Registered Agent at such address is Mark T. Koivu.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is one (1). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The name and address of the person who is to serve as initial Director until the first annual meeting of the shareholders of the corporation or until successor Directors are elected and shall qualify is as follows:

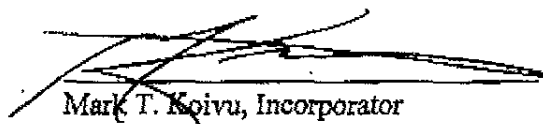
MARK KOIVU
5393 Shoreline Circle
Sanford, Florida 32771-7123

ARTICLE VIII. INCORPORATOR

The name and address of the sole incorporator of the Corporation is:

MARK KOIVU
5393 Shoreline Circle
Sanford, Florida 32771-7123

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 3rd day of May, 2004.


Mark T. Koivu, Incorporator

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article VI of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 2nd day of May, 2004.


Mark T. Kouri, Registered Agent

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TALLAHASSEE, FL