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FLORIDA PROFIT CORPORATION OR P.A.

Pinewood Estates of Brevard, Inc.

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**ARTICLES OF INCORPORATION
OF
PINWOOD ESTATES OF BREVARD, INC.**

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby subscribes to the formation of a corporation under the laws of the state of Florida.

**ARTICLE I
Name**

The name of this Corporation is Pinewood Estates of Brevard, Inc.

**ARTICLE II
Term of Existence**

This Corporation shall commence upon the filing of these Articles and shall exist *perpetually*.

**ARTICLE III
Purpose**

To engage in any activity or business lawful under the laws of the state of Florida or the United States of America.

**ARTICLE IV
Capital Stock**

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value, common stock.

The shares of this Corporation are not to be divided into classes.

This Corporation is not authorized to issue shares in series.

THIS INSTRUMENT PREPARED BY:
DALE A. DEBTIMER, ESQ.
304 S. Harbor City Boulevard, Suite 201
Melbourne, Florida 32901
(321) 723-5646
Florida Bar Number: 172988

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ARTICLE V
Pre-emptive Rights

Every shareholder, upon the sale for cash of any new stock of this Corporation shall have the right to purchase his pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

ARTICLE VI
Initial Registered Office, Agent and Corporation

The initial street address in Florida of the initial registered office of this Corporation is 1199 S. Patrick Drive, Satellite Beach, Florida, 32937 and the name of the initial registered agent of this Corporation at that address is Joseph R. DiPrima. The initial address of the Corporation is 1199 S. Patrick Drive, Satellite Beach, Florida, 32937.

ARTICLE VII
Board of Directors

The initial Board of Directors shall consist of one director 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. The name and address of the person who shall serve as director until the first annual meeting of shareholders or until his successor shall have been elected and qualified is Joseph R. DiPrima, 1199 S. Patrick Drive, Satellite Beach, Florida, 32937.

ARTICLE VIII
Cumulative Voting

The shareholders of this Corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares to distribute them among as many candidates as he may wish. Notice must be given to the President of this Corporation not less than twenty-four (24) hours prior to the time set for the holding of the shareholders' meeting for the election of directors that said shareholder intends to accumulate his vote at the election.

ARTICLE IX
Incorporator


The name and address of the initial incorporator is Joseph R. DiPrima, 1199 S. Patrick Drive, Satellite Beach, Florida, 32937.

ARTICLE X
Amendment to Articles

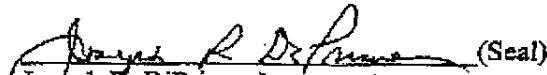
The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting with not less than a majority vote of the common stock.

ARTICLE XI
Acceptance by Registered Agent

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Joseph R. DiPrima

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this ____ day of May, 2005.

 (Seal)
Joseph R. DiPrima, Incorporator

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