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CARR & CARR

602 NORTH TAMMAM Trail
SUITE 1, 600 BUILDING
RUSKIN, FLORIDA

ATTORNEYS AT LAW

PAUL S. CARR

D. KAY CARR

MAILING ADDRESS:
POST OFFICE BOX 965
RUSKIN, FLORIDA 33570-0965
(813) 645-1134 (813) 645-5902
FAX (813) 645-8262

January 19, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

RECEIVED
JAN 26 PM 3:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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-01/27/95--01005--011
****122.50 ****122.50

RE: Filing of Articles of Incorporation of:
Magnolia Manor of Riverview, Inc.,
a Florida Corporation.

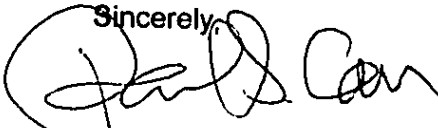
Dear Sir:

Enclosed please find the Articles of Incorporation for the above mentioned corporation and our firm's check in the amount of \$122.50 to cover the following:

Filing Fee:	\$35.00
Registered Agent:	\$35.00
Certified Copy Fee:	\$52.50

We would appreciate your filing these Articles, certifying them as the Articles of Incorporation and returning them to us.

Sincerely,



Paul S. Carr

PSC/lr
Enclosures

51-31

**ARTICLES OF INCORPORATION
OF
MAGNOLIA MANOR OF RIVERVIEW, INC.
A FLORIDA CORPORATION**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is: MAGNOLIA MANOR OF RIVERVIEW, INC., a Florida Corporation which is not a member of any affiliated group.

ARTICLE II

DURATION

The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE

The general purposes for which the corporation is organized are:

1. To engage in the business of rental property (i.e., mobile homes).
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue One Hundred (100). Such shares shall be of one class, and shall have a par value of One Dollar (\$1.00) per share. All issued stock shall be held of record by not more than thirty (30) shareholders. Stock will be issued or transferred only to natural persons for money and other property. In addition, no stock shall be issued or transferred to a non-resident alien.

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95 JAN 26 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

PREEMPTIVE RIGHTS GRANTED


Stockholders of the corporate stock shall have preemptive rights upon stock issuance.

ARTICLE VI

REGISTERED OFFICE

The street address of the initial registered office of the corporation is: 1006 Greenbriar Drive, Brandon, Florida 33511, and the initial registered agent is RAY BARRICKLOW. The principal address and the registered office address are the same.

I hereby accept appointment as Registered Agent of the above corporation.


RAY BARRICKLOW
1006 Greenbriar Drive
Brandon, Florida 33511
(813) 685-7521

ARTICLE VII

DIRECTORS

The initial Board of Directors of the corporation shall consist of one (1) person and the corporation shall, at all times have no fewer than one (1) Director and no more than five (5) Directors.

The names and address of the first Board of Directors are as follows:

RAY BARRICKLOW
1006 Greenbriar Drive
Brandon, Florida 33511
(813) 685-7521

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is:

RAY BARRICKLOW
1006 Greenbriar Drive
Brandon, Florida 33511
(813) 685-7521

ARTICLE IX

BY-LAWS

The power to make, alter, amend or appeal the By-Laws of the corporation is vested in the Board of Directors.

ARTICLE X

STOCK TRANSFER--AUTHORIZATION OF RESTRICTIONS

All of the issued and outstanding shares of the corporation may be made subject to restrictions on transferability by agreement between the holders of such shares and the corporation. A copy of such agreement, if any, shall be kept on file with the secretary of the corporation, and shall be subject to inspection by stockholders of record and bonafide creditors of the corporation at reasonable times during business hours.

ARTICLE XI

"S" ELECTION AND SMALL BUSINESS CORPORATION ELECTION

This corporation, until otherwise further determined, shall operate as a "S" corporation as authorized under the Internal Revenue Service Code and as a Small Business Corporation.

ARTICLE XII

COMMENCEMENT OF EXISTENCE

This corporation shall be deemed to commence its existence upon the filing of these Articles with the Secretary of the State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator of the foregoing corporation has set his hand and seal on this 23 day of June 1995.


RAY BARRICKLOW
INCORPORATOR

ADDRESS:
1006 Greenbriar Drive
Brandon, Florida 33511
(813) 685-7521

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

On this 23RD day of JANUARY, 1995, personally appeared
RAY BARRICKLOW, who is known to me to be the person who signed the
foregoing Articles and he acknowledged that he has signed same for the uses and
purposes therein expressed.

SWORN TO AND SUBSCRIBED before me on this 23RD day of
JANUARY, 1995.



NOTARY PUBLIC
State of Florida at Large
My Commission Expires

Personally Known: _____
Type of I.D. Presented:
OHIO DL