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LAW OFFICES OF  
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711 W. 23RD AVENUE - SUITE 2  
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ARTHUR G. HALLER  
BANKRUPTCY - FLORIDA BAR DESIGNATED  
FAMILY LAW  
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PHONE (904) 371-4357  
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May 25, 1995

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

300001500623  
-05/26/95--01103--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Articles of Incorporation and Designation  
of Registered Agent - Registered Office for  
CHURCHILLS OF ST. AUGUSTINE, INC.

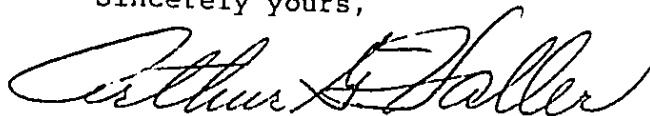
Dear Sir or Madam:

Enclosed please find the original and one copy of the  
Articles of Incorporation and Designation of Registered Agent -  
Registered Office for the above named corporation along with a  
check for \$70.00 to cover the filing fee of \$35.00 and registered  
agent designation fee of \$35.00.

Please process this request at your earliest opportunity and  
forward the Certificate of Incorporation to me at the above  
address.

Thanking you in advance for your prompt response, I remain,

Sincerely yours,



Arthur G. Haller

*File 5-25-95*

EFFECTIVE DATE  
5-25-95

FILED  
95 MAY 26 AM 8:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
CHURCHILLS OF ST. AUGUSTINE, INC.

FILED  
95 MAY 26 AM 8:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation is CHURCHILLS OF ST.  
AUGUSTINE, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business is to operate any lawful  
business or businesses permitted under the laws of the United  
States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock authorized is FIVE  
HUNDRED (500) shares of common stock, having a par value of ONE  
DOLLAR (\$1.00).

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this Corporation shall begin  
business shall not be less than FIVE HUNDRED AND NO/100 DOLLARS  
(\$500.00)

ARTICLE V

EFFECTIVE DATE  
5-25-95

This Corporation shall begin existence at the date and time  
of subscription and acknowledgment of the Articles of  
Incorporation.

ARTICLE VI

DURATION

This Corporation shall have perpetual existence.

ARTICLE VII

ADDRESS

The initial address of the principal office of this corporation is 711 N.W. 23rd Avenue - Suite 2, Gainesville, FL 32609.

ARTICLE VIII

MANAGEMENT

This corporation shall have no more than three directors and the first appointed director shall be the incorporator herein.

ARTICLE IX

INCORPORATOR

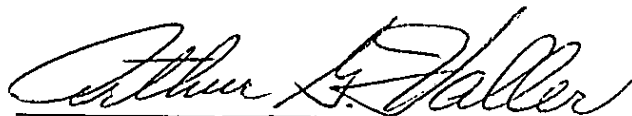
Arthur G. Haller, 711 N.W. 23rd Avenue - Suite 2, Gainesville, Florida 32609.

ARTICLE X

REGISTERED AGENT

Arthur G. Haller, 711 N.W. 23rd Avenue - Suite 2, Gainesville, Florida 32609, is the Registered Agent of the Corporation upon whom, service of process may be made.

IN WITNESS of the foregoing, I have hereunto set my hand and seal, and authorized to be filed in the Office of the Secretary of State, the foregoing Articles of Incorporation, on this the 25th day of May, 1995.

  
ARTHUR G. HALLER

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT - REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: CHURCHILLS OF ST. AUGUSTINE, INC.

2. The name and address of the registered agent and office is

ARTHUR G. HALLER  
711 N.W. 23rd Avenue - Suite 2  
Gainesville, Florida 32609

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95 MAY 26 AM 8:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
ARTHUR G. HALLER

DATE: May 25, 1995