

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be:

Avalon Rest, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

6535 Seaview Boulevard
Hudson, Florida 34667

ARTICLE III: SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

500 Shares

ARTICLE IV: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Carolle M. Ryan
2038 Calusa Trail
P.O. Box 3097
Holiday, FL 34690

ARTICLE V: INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Ellen Whiting
6535 Seaview Boulevard
Hudson, Florida 34667

Michael Salerno
6535 Seaview Boulevard
Hudson, Florida 34667

Roy Smith
6040 Sea Ranch Drive #906
Hudson, Florida 34667

Lura Counts
6040 Sea Ranch Drive #906
Hudson, Florida 34667

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 17th day of May, 1995.



Signature

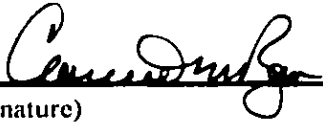
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISION OF SECTION 607.0501, 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: Avalon Rest, Inc.
2. The name and address of the registered agent and office is:

Carolle M. Ryan
2038 Calusa Trail
Holiday, Florida 34690

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.



(Signature)

5/17/95

(Date)