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REAL PROPERTY LAW  
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August 22, 1995

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

RE: THE BUTTERFLY MANOR, INC.

500001571565  
-06/23/95--01012--003  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

With reference to the above captioned corporation, I am enclosing herewith the following:

1. Original and one copy of the Articles of Incorporation with Registered Agent Certificate attached.

2. My check payable to the Secretary of State in the sum of \$122.50 representing the \$35.00 filing fee, \$52.50 for a certified copy, and \$35.00 for Registered Agent Certificate.

I would appreciate your approval of the Articles, filing of same and return of a certified copy of the Articles to this office.

Thank you for your attention to this matter.

Very truly yours,

ROLFE D. DUGGAR

RDD:mm  
Enclosure

AUG 29 1995

ARTICLES OF INCORPORATION  
OF  
THE BUTTERFLY MANOR, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is:

THE BUTTERFLY MANOR, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation: This corporation may engage in every activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares of common stock having a nominal or par value of \$1.00.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation is to begin business is \$500.00.

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 210 - 82nd Avenue North, St. Petersburg, Florida 33702. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII

DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII

INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Marlene C. Berthelot	210 - 82nd Avenue North St. Petersburg, FL 33702

ARTICLE IX

SUBSCRIBERS

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>
Marlene C. Berthelot	210 - 82nd Avenue N. St. Petersburg, FL 33702	500

ARTICLE X

AMENDMENTS

These Articles of Incorporation may be mended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE XI

INITIAL OFFICERS

The officers who are to conduct the business of the corporation and serve as such until the next annual election of officers, or until their successors are duly elected and qualify, shall be as follows:

President:	Marlene C. Berthelot
Vice President:	Marlene C. Berthelot
Secretary:	Marlene C. Berthelot
Treasurer:	Marlene C. Berthelot

#### ARTICLE XII

##### REGISTERED AGENT

The directors shall have the power to appoint a person or persons as Registered Agent for this corporation and until his successor has been appointed, Marlene C. Berthelot, is and shall be the Registered Agent for this purpose. The Registered Office shall be 210 - 82nd Avenue North, St. Petersburg, Florida 33702.

#### ARTICLE XIII

##### INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement, without a meeting, as provided in Florida Statutes 607.394 and the By-Laws.

#### ARTICLE XIV

##### PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may, from time to time, be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and

inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

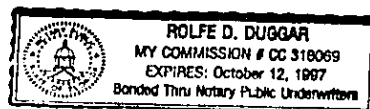
Marlene C. Berthelot  
MARLENE C. BERTHELOT

STATE OF FLORIDA  
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, a notary public authorized in the State and County aforesaid to take acknowledgments, personally appeared Marlene C. Berthelot, who is personally known to me or who produced A DRIVER  
LICENSE as identification, known to me to be the person described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she subscribed to these Articles.

Witness my hand and official <sup>seal</sup> this 22nd day of AUGUST,  
1995.

Rolfe D. Duggar  
Notary Public Rolfe D. DUGGAR  
My commission expires:



ACCEPTANCE OF REGISTERED AGENT

I, MARLENE C. BERTHELOT of St. Petersburg, Pinellas County, Florida, hereby agree to serve as the Registered Agent for THE BUTTERFLY MANOR, INC.

Marlene C. Berthelot  
Marlene C. Berthelot

STATE OF FLORIDA  
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, a notary public, personally appeared Marlene C. Berthelot, who is personally known to me or who produced A DRIVER LICENSE as identification, to me known to be the person described in and who executed the foregoing Acceptance of Registered Agent and she acknowledged executing the same for the purposes expressed therein.

Witness my hand and seal this 22nd day of AUGUST, 1995.

Rolfe D. Duggar  
Notary Public  
My commission expires:

