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ADMITTED IN FLORIDA AND CALIFORNIA

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March 27, 1996

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-04/02/96--01014--011
****122.50 ****122.50

RE: SUNNY DAYS A.C.L.F., INC.

Dear Sir/Madam:


Enclosed are the original and one copy of Articles of Incorporation for the above-referenced proposed corporation.

Enclosed is check number 1717 payable to the Secretary of State in the amount of One Hundred Twenty-Two 50/100 Dollars (\$122.50) as and for filing fees.

Please prepare a certified copy of the said Articles of Incorporation, endorse your approval thereon, and return the certified copy to me in the self-addressed, stamped envelope enclosed.

If, for any reason, the enclosed documents are insufficient to issue a charter for the proposed corporation, PLEASE CALL ME COLLECT.

Sincerely,


RICHARD B. SABRA, ESQ.

RBS/kh
Encls.

cc: Sunny Days A.C.L.F., Inc.

FILED
96 APR - 1 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN APR - 8 1996

ARTICLES OF INCORPORATION
OF
SUNNY DAYS A.C.L.F., INC.

FILED
95 APR -1 PM 1:22
HOLLYWOOD, FLORIDA

The undersigned, for the purpose of forming a Corporation for Profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation for such corporation:

Article I - Name

The name of the Corporation is SUNNY DAYS A.C.L.F., INC.

Article II - Principal Office

The principal place of business and mailing address of the Corporation is 7090 Duval Street, Hollywood, Florida 33024. The Board of Directors of the Corporation may from time to time move its principal office in the State of Florida to any other place in this State.

Article III - Duration

The Corporation shall have perpetual existence unless dissolved pursuant to law.

Article IV - Nature of Business

The Corporation may engage in any activity or business permitted under the laws of the United States or the State of Florida.

Article V - Capital Stock

The Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) per share par value common stock.

Article VI - Initial Registered Agent and Address

The name and address of the initial registered agent of the Corporation is RICHARD B. SABRA, ESQ., 4330 Sherdian Street, Suite 202B, Hollywood, Florida 33021.

Article VII - Incorporator

The name and address of the incorporator is: GRACE BAKER, 7090 Duval Street, Hollywood, Florida 33024.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 27 day of March, 1996.



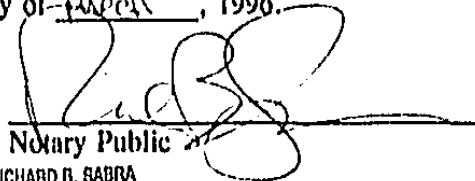
GRACE BAKER

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

FILED
95 APR -1 PM 1:22
MELBOURN, FLORIDA

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the state and county set forth above, personally appeared GRACE BAKER, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 27 day of March, 1996.


Notary Public

My Commission Expires:

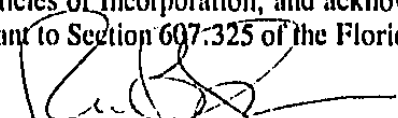


RICHARD B. SABRA
MY COMMISSION # CC385094 EXPIRES
August 21, 1998
BONDED TITUS TROY TAYLOR INSURANCE, INC.
(SEAL)

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby certify that I have accepted the appointment as the initial registered agent of SUNNY DAYS A.C.L.F., INC., and agree to serve as its agent to accept service of process within this State at the Registered Office designated in the Articles of Incorporation, and acknowledge that I am familiar with and accept the obligations pursuant to Section 607.325 of the Florida Statutes.

Dated this 27 day of March, 1996


RICHARD B. SABRA, ESQ.