

P 960000 30811

Share Number Only

4/8/96 Anne

TESCHER CHAVES RUBIN
Requestor's Name
9100 S. Dade Blvd PH-1
Address
Miami FL 33156
City State ZIP Phone

670-0444.D

VALIDATION ONLY

FILED
95 APR -9 AM 11:57
TALLAHASSEE, FLORIDA

ENCLOSURE
-04/08/96 - 11004-1124
****122.50 ****122.50

CORPORATION(S) NAME

ARK OF THE FALLS, INC.



EXPIRE Toll Free: 1-800-432-3028

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input checked="" type="checkbox"/> Pick Up | <input type="checkbox"/> Mail Out |

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F. CHESHER APR 9 1996

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DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

ARK OF THE FALLS, INC.

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is:

ARK OF THE FALLS, INC.

ARTICLE II

Existence

The corporation's existence shall commence upon the filing of these Articles of Incorporation with the Florida Secretary of State.

ARTICLE III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE IV

Authorized Capital

The capital stock of the Corporation shall be comprised of two classes, namely Class A Common Stock and Class B Common Stock. The rights, privileges, preferences, and other characteristics of each class shall be identical, except that the Class B Common Stock shall be nonvoting.

TESCHER CHAVES RUBIN FORMAN & MULLER, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The corporation shall have authority to issue 1,000 shares of each of Class A Common Stock and Class B Common Stock, and the par value of each share of stock of both classes shall be \$.01.

ARTICLE V

Address

The address of the principal office of the corporation is 8601 S. Dixie Highway, Suite 208A, Miami, Florida 33143, and its mailing address is 8601 S. Dixie Highway, Suite 208A, Miami, Florida 33143.

ARTICLE VI

Registered Office and Agent

The street address of the corporation's initial registered office is Datan One, 9100 S. Dadeland Blvd, Suite 1707, Miami, Florida 33156. The name of the initial registered agent at such office is Charles D. Rubin.

ARTICLE VII

Indemnification

To the fullest extent authorized or permitted by the Act, the corporation shall indemnify, and advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he or she is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he or she is or was an employee or agent of the corporation, or is or was serving at the request of the corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the corporation, or any person who is or was serving at the request of the corporation as a director or officer of another corporation, no employee or agent of the corporation may apply to any court for indemnification, or advancement of expenses, by the corporation.

ARTICLE VIII

Incorporator

The name and address of the incorporator of the corporation is Charles D. Rubin, Tescher Chaves Rubin Forman & Muller, P.A., 9100 S. Dadeland Blvd., Suite 1707, Miami, Florida 33156.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this April 8, 1996.


Charles D. Rubin

ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with, and accept, the obligations set forth in Sections 48.091(2) and 607.0505 of the Florida Statutes.


Charles D. Rubin

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