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Dominique C. Rihs
Attorney at Law

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May 1, 1996

Secretary of State
State of Florida
409 E. Gaines Street
Tallahassee, FL 32301

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05/03/96--01000--000
*****70.00 *****70.00

RE: FILING ARTICLES OF SOMERSET AT NAPLES, INC.

Dear Sir:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for the above corporation to be filed together with the requisite fee of \$70.00. Please return a file-stamped copy to the undersigned.

If you have any questions, please do not hesitate to contact this office.

Sincerely,

Dominique C. Rihs

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 MAY -2 PM 2:07

Enclosures : Articles & \$70.00
OCR: Transmit.LSS

cf 5/8/96

EFFECTIVE DATE

12/25/90

ARTICLES OF INCORPORATION
OR
SOMERSET OF NAPLES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAY -2 PM 2:07

These Articles of Incorporation are made and subscribed for the purposes of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

ARTICLE I - NAME

The name of this corporation is:

SOMERSET OF NAPLES, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of this State.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of common stock, par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3511 Bonita Bay Blvd., Suite A, Bonita Springs, Florida, 33923, and the name of the initial Registered Agent of this Corporation at that address is **BRETT BROWN**.

ARTICLE V - CORPORATION'S PRINCIPAL OFFICE

This corporation's principal office and mailing address are:
3511 Bonita Bay Blvd, Suite A, Bonita Springs, FL 33923.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to

time, by Bylaws adopted by the stockholders, but shall never be less than one. The name and address of the initial Board of Directors of the corporation is:

ROBERT G. BROWN

3511 Bonita Bay Blvd., Suite A
Bonita Springs, FL 33923

CAROLYN M. BROWN

3511 Bonita Bay Blvd., Suite A
Bonita Springs, FL 33923

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

ROBERT G. BROWN

3511 Bonita Bay Blvd., Suite A
Bonita Springs, FL 33923

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the shareholders and action must be approved by a majority vote of the shareholders.

ARTICLE IX - DURATION

The existence of this corporation shall commence on the date of subscription and acknowledgment of these Articles, and shall be perpetual.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25th day of April, 1996.



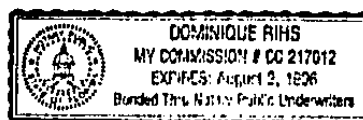
ROBERT G. BROWN, Incorporator

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 25th day of April, 1996, by ROBERT G. BROWN, on behalf of the corporation. He is personally known to me and did not take an oath.


Notary Public, Dominique C. Rihs
My Commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SOMERSET OF NAPLES, Inc.
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First--That SOMERSET OF NAPLES, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of BONITA SPRINGS, County of LEE, State of Florida, has named BRETT BROWN located at 3511 Bonita Bay Blvd, Suite A, Bonita Springs, FL 33923, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

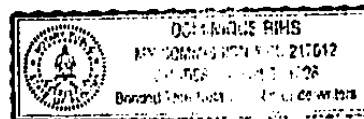
Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Brett Brown
BRETT BROWN, Resident Agent

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 25th day of April, 1996, by BRETT BROWN, on behalf of the corporation. He is personally known to me and did not take an oath.

Dominique C. Rihs
NOTARY PUBLIC, Dominique C. Rihs
My Commission expires:



DCk:Somerset, Inc 042596

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY -2 PM 2:07