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DELA. GRAHAM, WILLCOX, BARREN, JOPLING,
SCHWART, GERSHOW & SPECIE, P.A.

POST OFFICE BOX 850
GAINESVILLE, FLORIDA 32602

JOE C. WILLCOX†
W. HENRY BARREN, JR.
JOHN D. JOPLING*
CARL M. SCHWART†
ELLEN M. GERSHOW
KAREN K. SPECIE**

MIRIAM I. CRUZ-MUSTILLO
KELLY B. MITCHARD
ERIC D. STRUBLE

* BOARD CERTIFIED CIVIL TRIAL LAWYER
† CERTIFIED CIRCUIT COURT MEDIATOR
** ALSO MEMBER OF NEW YORK BAR

April 3, 1996

FILED
26 MAY -9 PM 2:03
RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
(918-1993)
H. L. HENDERSON, JR.
(1934-1991)
TELEPHONE 378-4381
FAX 378-7418
AREA CODE 378
803 N. E. 1ST STREET

600001815706
-05/09/96--01112--003
*****122.50 *****122.50

Secretary of State
State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Florida Retreat, Inc.

Dear Sir/Madam:

Enclosed herewith please find original and one copy of Articles of Incorporation for the above referenced corporation. Also enclosed is our check in the amount of \$122.50, representing the following:

1. Filing Fee	\$35.00
2. Designation of Registered Agent	35.00
3. Certified Copy of Articles	<u>52.50</u>
	\$122.50

Please return the certified copy to my attention.

Very truly yours,

Eric D. Struble
Eric D. Struble

EDS:sob

Enc.

8/11/15/96

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAY -9 PM 2:03

FILED

**ARTICLES OF INCORPORATION
OF
FLORIDA RETREAT, INC.**

FILED
96 MAY -9 PM 2:03
DEPT. OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation is FLORIDA RETREAT, INC.

ARTICLE II

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 1,000,000 shares of common stock. Each of such share shall have a par value of \$1.00 per share.

ARTICLE IV

The street address of the place of business of the Corporation is Lake Center, Suite 110, 1250 S. Hwy 17-92, Longwood, Florida 32750. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is Lake Center, Suite 110, 1250 S. Hwy 17-92, Longwood, Florida 32750, and the name of the

Corporation's initial registered agent to receive service of process is Michael Kelley.

ARTICLE V

The number of Directors constituting the initial Board of Directors is one. The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The name(s) and address(es) of the Director is:

<u>Name</u>	<u>Address</u>
Michael Kelley	Lake Center, Suite 110 1250 S. Hwy 17-92 Longwood, Florida 32750

ARTICLE VI

The name and address of the subscriber is Michael Kelley, Lake Center, Suite 110, 1250 S. Hwy. 17-92, Longwood, Florida 32750.

ARTICLE VII

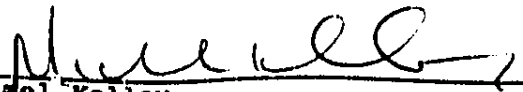
It is the intention of the Corporation to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the

parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

DATED: 4/15/96, 1996.


Michael Kelley
Lake Center, Suite 110
1250 S. Hwy. 1792
Longwood, Florida 32750

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED**

96 MAY -9 PM 2:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.91, Florida Statutes, the following
is submitted in compliance with said Act:

That FLORIDA RETREAT, INC., desiring to organize under the
laws of the State of Florida, with its principal office, as
indicated in the Articles of Incorporation at ^{MC LUNGWOOD} Orlando, Seminole
County, State of Florida, has named Michael Kelley as its agent to
accept service of process within the State.

A C K N O W L E D G M E N T

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


Michael Kelley
(Registered Agent)