1201 HAYS STREET TALLAHASSEL, 11, 12100-2007. 904-222-0170

800-342-6086



PRINCE HAT ACCOUNT NO. : 072100000032

REFERENCE : 955156

6475A

AUTHORIZATION :

COST LIMIT : \$ 122.50

atricia. Pyjit.

ORDER DATE : May 15, 1996

2:50 PM ORDER TIME :

ORDER NO. : 955156

CUSTOMER NO:

6475A

CUSTOMER: Adele I. Stone, Esq ATKINSON DINER STONE & MANKUTO, P.A.

P. O. Drawer 2088

Hollywood, FL 33022-2088

DOMESTIC FILING

NAME:

NATIONAL RETIREMENT

DEVELOPMENT COMPANY

EFFECTIVE DATE

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

DIVISION OF CORPORATION S PK 4: 10

ARTICLES OF INCORPORATION

NATIONAL RETIREMENT DEVELOPMENT COMPANY

I, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby EFFECTIVE DATE adopt the following Articles of Incorporation:

ARTICLE I

5.14.96

NAME

NATIONAL RETIREMENT name of this corporation is The DEVELOPMENT COMPANY.

ARTICLE II

MATLING ADDRESS

The mailing address of this corporation is: 23200 Camino Del Mar, Suite 701, Boca Raton, Florida 33433.

ARTICLE III

DURATION

This corporation shall have perpetual existence commencing on the date of signing of these Articles of Incorporation by the Incorporator hereof.

ARTICLE IV

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue soven thousand five hundred (7,500) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE VI

VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 1946 Tyler Street, Hollywood, Florida 33022-2088, and the name of the initial registered agent of this corporation at that address is Adele I. Stone, Esquire, Atkinson, Diner, Stone & Mankuta, P.A..

ARTICLE X

INCORPORATOR

The names and addresses of the Incorporator is:

Arthur Radice 23200 Camino Del Mar Suite 701 Boca Raton, Florida 33433

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 14 day of May, 1996.

ARTHUR RADICE

Initial Director/Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DONICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE BERVED

In compliance with Sections 48.091 and 607.0501, Fiorida Statutes, the following is submitted:

FIRST - - That ARTHUR RADICE, desiring to organize or quality under the laws of the state of Florida, with its principal place of business at 23200 Camino Del Mar, suito 701, Boca Raton, Florida 33433, has named ADELE I. STONE, ESQ., located at ATKINSON, DINER, STONE & MANKUTA, P.A., 1946 TYLER STREET, City of Hollywood, State of Florida, as its agent to accept service of process within the State of Florida.

SIGNATULE ARTHUR RADICE

TITLE: Incorporator

DATE: May 14 1996

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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE:

I. STONE, ESQUIRE

Registered Agent

DATE: May 14 1996