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GENERAL PRACTICE
CRIMINAL LAW
FAMILY LAW

PLEASE REPLY TO:
330 CLEMATIS STREET, 317
WEST PALM BEACH, FL 33401

May 8, 1996

Corporate Records Branch
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-05/14/96--01043--016
****245.00 ****122.50

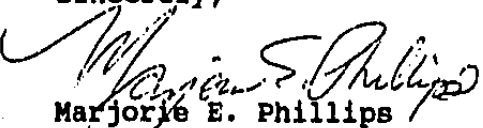
Dear Sir or Madam,

Please find enclosed an original and one copy of the Articles of Incorporation of ATLANTIS COUNSELING ASSOCIATES, INC. and **LOTUS RESIDENCES, INC.** You will also find enclosed a check in the amount of TWO HUNDRED FORTY-FIVE & NO/100 DOLLARS (\$245.00) to cover the filing of the corporation, designation of registered agent and furnishing a certified copy of the Articles after filing to this office.

Please mail the certified copy of the Articles of Incorporation to:

Brian McDonnell, Esquire at the above address.

Sincerely,


Marjorie E. Phillips
Legal Assistant to
Brian M. McDonnell

Enc. 5

FILED
96 MAY 13 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN MAY 20 1996

ARTICLES OF INCORPORATION

The undersigned, acting as Incorporator of a corporation (the "Corporation") under the laws of the State of Florida as contained in the "Florida General Corporation Act", Chapter 607 of the Florida Statutes, as amended, does hereby adopt the following Articles of Incorporation for the Corporation:

1. The name of the Corporation is LOTUS RESIDENCES, Inc.
2. The Corporation shall have perpetual existence.
3. The general purpose or purposes for which the Corporation is initially organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.
4. The aggregate number of shares which the Corporation shall have authority to issue is ONE HUNDRED shares of ONE HUNDRED Dollars (\$100.00) par value common stock, all of one class. Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.
5. All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors. Any and all of the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders. The number of directors constituting the initial Board of Directors shall be one (1).
6. The names and addresses of the persons serving as Directors until the first meeting of shareholders or until their successors shall be elected and qualified are:

DAVID McVINNEY
529 SUNSET ROAD
WEST PALM BEACH, FLORIDA 33401

FRED H. PETTERSEN
508 TEAK DRIVE
LAKE PARK, FLORIDA 33403

CHRISTOPHER CROSBY
360 TEQUESTA DRIVE
TEQUESTA, FLORIDA 33469

7. The names and addresses of the Incorporators are:

DAVID McVINNEY
529 SUNSET ROAD
WEST PALM BEACH, FLORIDA 33401

FRED H. PITTERSEN
508 TEAK DRIVE
LAKE PARK, FLORIDA 33403

CHRISTOPHER CROSBY
360 TEQUESTA DRIVE
TEQUESTA, FLORIDA 33469

8. The principal office of the corporation and its mailing address are:

LOTUS RESIDENCES, Inc.
4781 NORTH CONGRESS AVENUE, SUITE 168
LANTANA, FLORIDA 33462

9. The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any rights conferred upon the shareholders are subject to these reservations. These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

10. The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the Board of Directors.

11. The date when corporate existence shall begin shall be the date of execution of these Articles of Incorporation by the undersigned, provided these Articles are filed with the Secretary of State within the time allowed by law.

12. The address of the initial registered office of the corporation is:

c/o David McVinney
529 Sunset Road
West Palm Beach, Florida 33401

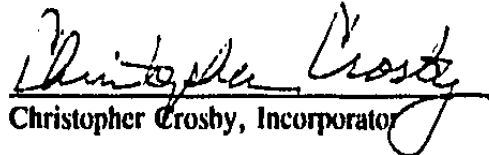
13. The registered agent at that address is:

DAVID McVINNEY

IN WITNESS WHEREOF, the undersigned have this 3 th day of May, 1996
made and subscribed these Articles of Incorporation for the uses and purposes aforesaid.

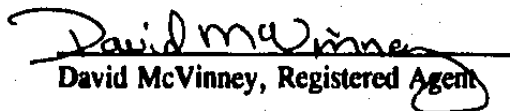

David McVinney, Incorporator


Fred H. Pettersen, Incorporator


Christopher Crosby, Incorporator

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts his appointment as registered agent of
the aforesaid corporation. Said agent is familiar with and accepts the obligations of Section
607.325 of the Florida Statutes.


David McVinney, Registered Agent

**STATE OF FLORIDA,
COUNTY OF PALM BEACH:**

BEFORE ME, the undersigned, a Notary Public, personally appeared David McVinney
who identified himself to me by his Florida Driver's license number 215-17547-08 being the
Incorporator named in and who subscribed the above Articles of Incorporation and she did freely
and voluntarily acknowledge before me according to law that he made and subscribed the same
for the uses and purposes therein mentioned and set forth. He did not take an oath.



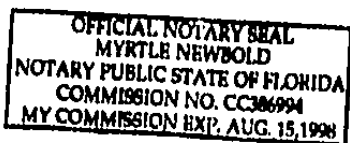
Mary E. White
Notary Public
5-3-96
Date

FILED
JUN 13 11:05:51
CLERK OF DISTRICT COURT
PALM BEACH COUNTY, FLORIDA

My commission expires:
[SEAL]

STATE OF FLORIDA,
COUNTY OF PALM BEACH:

BEFORE ME, the undersigned, a Notary Public, personally appeared Fred H. Pettersen, who identified himself to me by his Florida Driver's license number DETTEHS1665 being the Incorporator named in and who subscribed the above Articles of Incorporation and she did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth. He did not take an oath.



Myrtle Newbold
Notary Public
May 2, 1996
Date

My commission expires: August 15, 1998
[SEAL]

STATE OF FLORIDA,
COUNTY OF PALM BEACH:

BEFORE ME, the undersigned, a Notary Public, personally appeared Christopher Crosby, who identified himself to me by his Florida Driver's license number 621-101-58-218, being the Incorporator named in and who subscribed the above Articles of Incorporation and she did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth. He did not take an oath.



Mary E. White
Notary Public
5/3/96
Date

My commission expires:
[SEAL]