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TRANSMITTAL LETTER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: St. George of Sanford, Inc.

Dear Sir:

Enclosed please find Articles of Incorporation and the Designation and Acceptance of Registered Agent and Registered Office for filing, together with our check in the amount of \$70.00 to cover the filing fees, designation of registered agent and registered office, and charter tax.

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to the address below.

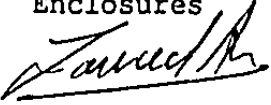
Sincerely,

500001831775
-05/21/96--01045--007
*****70.00 *****70.00

Fouad S. Ayoub
President

St. George of Sanford, Inc.
C/O Troise Associates of Central Florida, Inc.
285 Evansdale Road
Lake Mary, Florida 32746
(407) 321-3382

Enclosures



44
5-28-96

ARTICLES OF INCORPORATION
OF

St. George of Sanford, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation pursuant to the provisions of the "Florida Business Corporation Act", hereby adopts the following Articles of Incorporation:

ARTICLE ONE - CORPORATE NAME

The name of this corporation is St. George of Sanford, Inc.

ARTICLE TWO - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are:

301 S. French Ave.
Sanford, Florida 32771

ARTICLE THREE - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE FOUR - NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE FIVE - CAPITOL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

<u>Class</u>	<u>Par Value</u>	<u>Number</u>
<u>Common</u>	<u>\$1.00</u>	<u>1000</u>
(Type)	(\$ value)	(# of shares)

ARTICLE SIX - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent and registered office is:

Name: Fouad S. Ayoub
Address: 301 S. French Ave.
Sanford, Florida 32771

ARTICLE SEVEN - INITIAL DIRECTOR

The number of directors constituting the initial Board of Directors of the corporation is two (2), and the name of the persons who are to serve as directors until the organizational meeting or until the first meeting of shareholders or until their successors are elected and qualified are:

Name: Fouad S. Ayoub
Address: 10207 Stonebrook Drive
Sanford, Florida 32771

Name: Emad A. Mansour
Address: 3610 Jonquil Lane
Winter Park, Florida 32792

ARTICLE EIGHT - LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether of not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE NINE - SELF DEALING

No contract or other transaction between the corporation and other corporations shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or

are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE TEN - INCORPORATOR


The name and street address of the incorporator of these Articles of Incorporation is:

Name: Fouad S. Ayoub

Address: 10207 Stonebrook Drive
Sanford, Florida 32771

The undersigned has executed these Articles of Incorporation on:

Date: 5/16/96



Signature of Incorporator

**CERTIFICATE OF DESIGNATION AND ACCEPTANCE OF
REGISTERED AGENT & REGISTERED OFFICE**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is:

St. George of Sanford, Inc.

2. The name and address of the registered agent and office is:


Name: Fouad S. Ayoub

Address: 301 S. French Ave.
Sanford, Florida 32771

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: 5/16/96



Fouad S. Ayoub
Registered Agent