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RANO, CAUVEL & CEELY, P.A.
ATTORNEYS AT LAW
233 East Rich Avenue
DoLand, Florida 32724
(904) 734-2131

May 23, 1996

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

RE: DIGNITY II CORPORATION
Articles of Incorporation

400001842134
-05/29/96--01028--020
****122.50 ****122.50

Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation for the above-referenced corporation, together with my firm check in the amount of \$122.50, to cover costs as follows:

Filing fee	35.00
Certified copy of Articles	52.50
Designation of Registered Agent	<u>35.00</u>

\$122.50

Please file these Articles of Incorporation at your earliest convenience and return the certified copy to me.

Very truly yours,

RANO, CAUVEL & CEELY, P.A.

BY: 
HOWARD L. CAUVEL

HLC/eks
enclosures

FILED
96 MAY 28 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SHS
6/3/96

ARTICLES OF INCORPORATION
OF
DIGNITY II CORPORATION

FILED
96 MAY 28 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation.

ARTICLE I:

NAME

The name of the corporation is:

DIGNITY II CORPORATION

ARTICLE II:

DURATION

The term of the existence of the corporation is perpetual.

ARTICLE III:

PURPOSE

This corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV:

CAPITAL STOCK

The total number of shares of stock that this corporation is authorized to have outstanding at any one time is TEN THOUSAND (10,000) shares of common stock, of a single class, having a nominal or par value of TEN CENTS (.10) per share.

ARTICLE V:

PREEMPTIVE RIGHT GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI:

REGISTERED OFFICE

The registered office and principal place of business of the corporation shall be 1001 West Euclid Avenue, Deland, Florida and CECIL CROTEAU, whose business address is identical to such registered office as its registered agent.

ARTICLE VII:

The business of the corporation and the conduct of its affairs shall be managed by its common shareholders and this provision shall be binding upon all common shareholders, its transferees, and assigns, and shall be valid only so long as its shares are not listed on the National Security Exchange or regularly quoted in an over the counter market.

ARTICLE VIII:

The names and addresses of the initial shareholders of the corporation, all of whom are of full age and citizens of the United States are, as follows:

JEFFREY D. PROCTOR
1515 West Winnemissett
DeLand, Florida 32720

CECIL CROTEAU
1515 West Winnemissett
DeLand, Florida 32720

ARTICLE IX:

The principal officers of this corporation shall be a President and Secretary-Treasurer. Additional officers and agents may be appointed or elected as provided by the By-Laws. The names, titles and addresses of the first officers of the corporation who shall hold office subject to the provisions of the Articles of Incorporation, the By-Laws of the corporation, and the laws of the State of Florida, for the first year of the corporation's existence, or until their successors are elected or appointed and have qualified are as follows:

JEFFREY D. PROCTOR
1515 West Winnemissett
DeLand, Florida 32720

President

CECIL CROTEAU
1515 West Winnemissett
DeLand, Florida 32720

Secretary-Treasurer

ARTICLE X:

The names and addresses of each person signing these Articles of Incorporation as a subscriber are as follows:

JEFFREY D. PROCTOR
1515 West Winnomissett
DeLand, Florida 32720

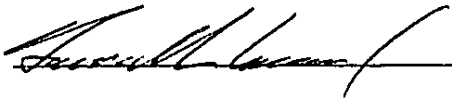
CECIL CROTEAU
1515 West Winnomissett
DeLand, Florida 32720

ARTICLE XI:

Amendment to these Articles of Incorporation may be made in the manner provided by law and approved at a shareholders meeting by a majority of the stock entitled to vote thereon, unless all shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF We, the undersigned subscribers have hereunto set our hands and seals to the above Articles of Incorporation effective this 23rd day of May, 1996.

Signed, sealed and delivered
in the presence of:



Elaine K. Schenck

 (SEAL)

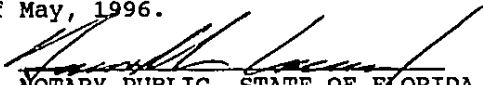
Cecil Croteau (SEAL)

STATE OF FLORIDA

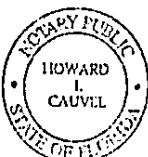
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared JEFFREY D. PROCTOR and CECIL CROTEAU, to me known to be the persons described in and who executed the foregoing instrument and they acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 23rd day of May, 1996.


NOTARY PUBLIC, STATE OF FLORIDA

HOWARD L. CAUVEL



OFFICIAL NOTARY SEAL
COMMISSION NO. 00000000
MY COMMISSION EXPIRES 12/31/97

RESIDENT AGENT APPOINTMENT ACCEPTANCE

FILED

96 MAY 28 AM 9:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, CECIL CROTEAU, hereby accept the appointment of registered agent of DIGNITY II CORPORATION. I am familiar with, and accept the obligations of Florida Statutes 607.325.

Cecil Croteau
CECIL CROTEAU