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THOMAS L. NUNNALLEE
923 N.E. LAKEVIEW DRIVE
SEBRING, FLORIDA 33870
(941) 471-3575

May 23, 1996

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

400001844164
05/30/96--01035--005
***122.50 ***122.50

RE: SENIOR SKILLS, INC.

Dear Sirs:

Enclosed please find original and one copy of Articles of Incorporation and Certificate Designating Place of Business and Registered Agent for the above referenced corporation. Please file these Articles and return a certified copy to me. My check in the amount of \$122.50 is enclosed to cover the following charges:

Filing Fee	\$ 35.00
Certified copy	\$ 52.50
Registered Agent Designation	\$ 35.00

TOTAL \$ 122.50

Thank You,

Thomas L. Nunnallee

Thomas L. Nunnallee
TLN:jk
Enclosures
cc: client

JUN 4 1996

BSB

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JUN 23 PM 4:28
STATE OF FLORIDA

ARTICLES OF INCORPORATION
OF

SENIOR SKILLS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. CORPORATE NAME.

The name of this corporation is SENIOR SKILLS, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. TERM OF EXISTENCE.

This Corporation shall have perpetual existence.

ARTICLE IV. PRINCIPAL PLACE OF BUSINESS.

The principal office place of business shall be:

1181 Lake Lotela Drive
Avon Park, Florida 33825

The mailing address of this corporation shall be:

P.O. Box 1423
Avon Park, Florida 33825

ARTICLE V. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$1.00.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have three directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS

The names and addresses of the initial directors of this

Corporation are:

MORRIS ADAMS, III	JOHN GROSS	Thomas L. Nunnallee
P.O. Box 1423	13 Lake Byrd Blvd.	923 NE Lakeview Dr.
Avon Park, FL 33825	Avon Park, FL 33825	Sebring, FL 33870

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be:

Thomas L. Nunnallee
457 South Commerce Avenue
Sebring, Florida 33870

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE IX. INCORPORATOR.

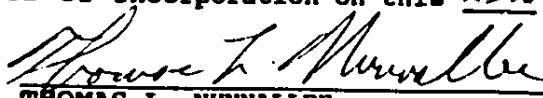
The name and address of the person signing these Articles of Incorporation as the Incorporator is:

Thomas L. Nunnallee
923 N.E. Lakeview Dr.
Sebring, Florida 33870

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 23rd day of May, 1996.


THOMAS L. NUNNALLEE

STATE OF FLORIDA
COUNTY OF HIGHLANDS

23 The foregoing instrument was acknowledged before me this day of May, 1996, by THOMAS L. NUNNALLEE

who is personally known to me or who has produced for
identification (type of
identification) and is known to be the person described as
Incorporator and who executed the foregoing Articles of
Incorporation.


Julie D. Kinyon
Notary Public
My commission expires:



JULIE D. KINYON
COMMISSION # CC 458431
EXPIRES MAY 22, 1999
RENEWED 11/94
ATLANTIC BONDING CO., INC.

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, 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:

SENIOR SKILLS, INC.

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

THOMAS L. MUNNALLEE
457 South Commerce Avenue
Sebring, Florida 33870

Signature: J. Morris Adams, III

Title: President

Date: May 23, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

Signature: Thomas L. Munnallee
THOMAS L. MUNNALLEE

Date: 5-23-96