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96 JUN 26 AM 9:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
P O Box 6327
Tallahassee, FL 32304

June 19, 1996


Gentlemen:

I wish to form a Florida Corporation. Enclosing my Articles of Incorporation.

Enclosing my check in the amount of \$122.50 as follows:

| | |
|---|----------------------|
| \$ 35.00 Filing Fees | |
| 52.50 Certified Copy | |
| 35.00 Registered Agent Designation | 300001874298 |
| | 06/25/96--01130--015 |
| | ***122.50 ***122.50 |
| \$122.50 | |

Thank you. If you need any further information, please advise.


Jack Reinemeyer, Incorporator

OK
6/25/96

ARTICLES OF INCORPORATION
OF
ACLF COMMUNITIES, INC.

FILED
96 JUN 24 AM 9:17
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

I, the undersigned, do hereby establish for the purpose of becoming a Corporation, operating for profit by and under the provisions of the statutes of Florida appertaining and providing for the formation, liabilities, rights privileges and immunities of a Corporation operating for profit, and do hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming such a Corporation for profit and do hereby declare, state and certify:

ARTICLE I

The name of this Corporation shall be ACLF COMMUNITIES, INC.

ARTICLE II

This Corporation shall have perpetual existence unless sooner dissolved as be directed by law.

ARTICLE III

The Corporation may transact any and all lawful business for which Corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be one thousand (1,000) shares of common stock having a nominal or par value of one dollar (1.00) per share. The consideration to be paid for each such share shall be money, property, or services of value at least equivalent to the stock issued as fixed and determined, from time to time, by the Board of Directors.

ARTICLE V

The amount of capital with which this Corporation will begin business shall be not less than Five Hundred Dollars (\$500.00).

ARTICLE VI

The principal office and mailing address for this Corporation is 2550 26th Street W, Bradenton, FL 34205.

ARTICLE VII

The name and address of the initial Registered Agent of this Corporation is Jack Reinemeyer, 2550 26th Street W., Bradenton, FL 34205.

ARTICLE VIII

This Corporation shall have the following Directors initially. The number of Directors of this Corporation may be increased or decreased, from time to time, by the By-Laws of this Corporation, but which number of Directors shall never be less than one.

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------|------------------------------------|
| Robert DiGiacomo | 2450 Lewis St., Melbourne FL 32901 |
| Richard C Lawten | 115 E Cross Rd, New Canaan, CN |

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ARTICLE IX

This Corporation shall have the following Officers, initially. The name and office held for the initial Officer, who shall hold office for the first year of the Corporation, or until a successor is elected or appointed are:

| <u>NAME</u> | <u>OFFICE</u> |
|------------------|----------------|
| Robert DiGiacomo | President |
| Richard C Lawten | Vice President |
| Jack Reinemeyer | Sec/Treas |

ARTICLE X

The name and address of the Incorporator of these Article of Incorporation is: Jack Reinemeyer, 2550 26th Street W., Bradenton, FL 34205.

ARTICLE VII

These Articles of Incorporation may be amended in a manner provided therefore by the Laws of the State of Florida. Each amendment to these Articles of Incorporation shall be proposed by one or more of the Stockholders of this Corporation. Any questions, motions or action of the Stockholders of this Corporation shall be decided by a majority vote of the Stockholders of this Corporation entitled to vote thereon.

ARTICLE XII

The bylaws of the corporation may be adopted, amended, changed or deleted by majority vote of either the directors or the shareholders.

ARTICLE XIII

The corporation shall indemnify to the fullest extent permitted, any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary with or without any type of remuneration, within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses and or taxes, penalties, fines, interest incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the laws of the State of Florida appertaining thereto.

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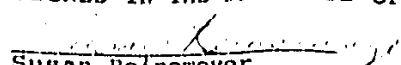
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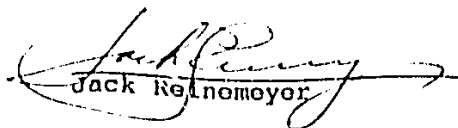
ACCEPTANCE BY REGISTERED AGENT, STATE OF FLORIDA
TALLAHASSEE, FLORIDA

Having been designated in the foregoing Articles of Incorporation as the Registered Agent of the above-named corporation, I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

IN WITNESS WHEREOF, the Undersigned Incorporator and Registered Agent has affixed his signature to the foregoing Articles of Incorporation, on June 19, 1996

SIGNED IN THE PRESENCE OF:


Susan Reinmeyer


Jack Reinmeyer