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April 1, 1996

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

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-07/30/96--01036--006
****122.50 ****122.50

Re: AUTUMN CARE, INC.

Dear Sir or Madam:

We are enclosing Articles of Incorporation for the subject corporation together with our firm check in the amount of \$122.50 to cover the following fees:

\$35.00 - Filing Fee
52.50 - One Certified Copy
35.00 - Registered Agent

Once the Articles have been filed, please return a certified copy of the Articles together with your letter of acknowledgement to me in the enclosed self-addressed, stamped envelope.

If there is a problem with the enclosed filing, please contact me.

Thank you for your assistance in this matter.

Very truly yours,

LIVINGSTON, PATTERSON,
STRICKLAND & WEINER, P.A.

April A. Haley
April A. Haley
Corporate Legal Assistant

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FILED
96 JUL 29 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-31-96
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FILED
JUL 29 1965
SARASOTA FL
CLERK OF DISTRICT COURT

**ARTICLES OF INCORPORATION OF
AUTUMN CARE, INC.**

Article I - Name

The name of this corporation is Autumn Care, Inc.

Article II - Capital Stock

The Corporation is authorized to issue two classes of common stock, to be known as Class A voting common with no par value and Class B non-voting common with no par value. 90,000 shares of the Class A stock and 10,000 shares of the Class B stock are authorized. The Class A and Class B shares shall have equal rights and preferences including dividend rights and liquidation preferences but, except as otherwise provided by law, only the Class A shares shall be entitled to vote on action required or permitted by law to be approved by shareholders.

Article III - Mailing Address

The mailing address of the corporation is 46 N. Washington Blvd, #1, Sarasota FL 34236.

Article IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 46 N. Washington Blvd., #1, Sarasota FL 34236 and the name of the initial registered agent of this corporation at that address is John Patterson.


Article V - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws. The name and address of the initial director of this corporation is John Patterson, 46 N. Washington Blvd., #1, Sarasota FL 34236.

Article VI - Incorporator

The name and address of the person signing these Articles is John Patterson, 46 N. Washington Blvd., #1, Sarasota FL 34236.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16th day of July, 1996.


John Patterson, Incorporator

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**NOTICE OF APPOINTMENT OF REGISTERED AGENT,
ACCEPTANCE, AND DESIGNATION OF CORPORATE OFFICE**

The undersigned, JOHN PATTERSON, having a street address of 46 N. Washington Boulevard, #1, Sarasota FL 34236, having been appointed by the directors of AUTUMN CARE, INC., as registered agent, states as follows:

1. The corporation shall maintain an office at 46 N. Washington Boulevard, Suite 1, Sarasota FL 34236, and shall notify the Department of State of any change in address of this office or the name of the registered agent at this address.

2. He accepts the appointment and consents to serve as registered agent of the corporation pursuant to Section 617.023, Florida Statutes.


JOHN PATTERSON

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55 JUL 29 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA