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TRANSMITTAL LETTER

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP -3 AM 9:51

DEPARTMENT OF STATE  
DIVISIONS OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FL. 32314

100001937791  
-09/04/96--01032--001  
\*\*\*122.50 \*\*\*122.50

SUBJECT: COLE GROUP HOMES INCORPORATED

ENCLOSED IS AN ORIGINAL AND ONE(1) COPY OF THE ARTICLES OF INCORPORATION AND A  
CHECK FOR \$122.50

FROM

*R. C.*

RITA COLE  
3121 TRADEWINDS TRAIL  
ORLANDO, FL. 32809  
(407) 896-1217

D. BROWN SEP - 6 1996

ARTICLES OF INCORPORATION  
OF  
COLE GROUP HOMES, INCORPORATED  
A FLORIDA CORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP -3 AM 8:51

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION, EACH A NATURAL PERSON COMPETENT TO CONTRACT, HEREBY ASSOCIATE THEMSELVES TOGETHER TO FORM A CORPORATION FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

THE NAME OF THE CORPORATION IS COLE GROUP HOMES INCORPORATED.

ARTICLE II

THIS CORPORATION IS TO EXIST PERPETUALLY UNLESS DISSOLVED IN ACCORDANCE WITH THE LAWS OF THE STATE OF FLORIDA.

ARTICLE III

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITIES OF BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THIS STATE.

ARTICLE IV

THE NAME AND STREET ADDRESS OF THE INCORPORATORS TO THESE ARTICLES OF INCORPORATION ARE

RITA COLE  
3121 TRADEWINDS TRAIL  
ORLANDO, FL. 32809

#### **ARTICLE V**

THE MAXIMUM NUMBER OF SHARE OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS 100 SHARES OF COMMON STOCK AT ONE DOLLAR(\$1.00) PAR VALUE. ALL OR ANY PART OF SAID STOCK OF THIS CORPORATION MAY BE PAID FOR WHOLLY OR IN PART FOR CASH OR OTHER PROPERTY, EXCLUDING STOCK OR OTHER SECURITIES, AT A JUST VALUATION TO BE FIXED BY THE DIRECTORS OF THIS CORPORATION AT ANY REGULAR OR SPECIAL MEETING AND ANY AND ALL SHARES ISSUED SHALL BE PAID AND NON ASSESSABLE.

#### **ARTICLE VI**

THE INITIAL STREET ADDRESS OF THE PRINCIPLE OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS: 3121 TRADEWINDS TRAIL ORLANDO, FL. 32809. THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPLE OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

#### **ARTICLE VII**

THIS CORPORATION SHALL NOT HAVE LESS THAN ONE(1) DIRECTOR INITIALLY: THE NUMBER OF DIRECTORS MAY BE INCREASED FROM TIME TO TIME BY THE BYLAWS ADOPTED BY THE STOCKHOLDERS, BUT SHALL NEVER BE LESS THAN ONE(1).

#### **ARTICLE VIII**

THE NAMES AND ADDRESS OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS ARE:

RITA COLE  
3121 TRADEWINDS TRAIL  
ORLANDO, FL. 32809

#### ARTICLE IX

PURSUANT TO CHAPTER 48.091, FLORIDA STATUTES, RITA COLE 3121 TRADEWINDS TRAIL, ORLANDO FL 32809 IS HEREBY NAMED AS REGISTERED AGENT OF THIS CORPORATION TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA. THAT THE SAID RITA COLE BY EXECUTION OF THESE ARTICLES DOES ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE LOCATED AT THE ABOVE ADDRESS.

#### ARTICLE X

IN THE CASE OF DEATH OF ANY STOCKHOLDER, THE CORPORATION SHALL HAVE THE RIGHT TO PURCHASE THE STOCK FROM THE LEGAL REPRESENTATIVE OF THE DECEASED FOR ITS BOOK VALUE AS OF THE DATE OF DEATH OF THE DECEASED STOCKHOLDER. IF THE CORPORATION DOES NOT, OR CANNOT, PURCHASE THE STOCK, THE BOARD OF DIRECTORS SHALL HAVE THE RIGHT TO EMPOWER SUCH OF ITS EXISTING STOCKHOLDERS AS IT SEES FIT TO MAKE SUCH PURCHASE FROM LEGAL REPRESENTATIVES AT THE SAME PRICE.

#### ARTICLE XI

THE 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 A MAJORITY OF THE STOCKHOLDERS ENTITLED TO VOTE THEREON, UNLESS ALL THE DIRECTORS AND ALL THE STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT TO THESE ARTICLES OF INCORPORATION BE MADE.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATORS HAS EXECUTED AND SUBSCRIBED  
THESE ARTICLES OF INCORPORATION FOR THE USES AND PURPOSES AFORESAID ON THE  
29th DAY OF AUGUST, 1996

RITA COLE  
STATE OF FLORIDA  
COUNTY OF ORANGE

Rita Cole  
(SIGNATURE)

BEFORE ME, THE UNDERSIGNED AUTHORITY, AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN  
THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED RITA COLE AS REGISTERED  
AGENT OF COLE GROUP HOMES INCORPORATED, KNOWN TO ME AND KNOWN BY ME TO BE THE  
PERSON DESCRIBED IN AND WHO EXECUTED THE FOREGOING INSTRUMENT AND HE  
ACKNOWLEDGED BEFORE ME THAT THEY EXECUTED THE SAME FOR THE PURPOSE THEREIN  
EXPRESSED.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY OFFICIAL SEAL THE

29th DAY OF AUGUST 1996

David E. Minnis

NOTARY PUBLIC  
COMMISSION #  
MY COMMISSION EXPIRES



DAVID E. MINNIS  
My Comm Exp. 12/16/99  
Bonded By Service Ins  
No. CC514694  
111 Kennedy Avenue  
Orlando, FL 32801

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP -3 11:08:51

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 :  
COLE GROUP HOMES INCORPORATED.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS

RITA COLE  
3121 TRADEWINDS TRAIL  
ORLANDO, FL. 32809

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

Rita Cole  
(SIGNATURE)

18/28/96  
(DATE)