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Of Counsel
JERRI M. BLANNEY, P.A.
GOLDSTEIN & WILENSKY, P.A.

September 30, 1996

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

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****122.50 ****122.50

Dear Sir/Madam:

Please find enclosed Articles of Incorporation of the corporation VILLAGE HOME MANAGEMENT, INC. together with a check in the amount of \$122.50.

Please accept these Articles of Incorporation for filing and send a certified copy back to this office in the stamped, self addressed enclosed envelope.

Thank you for your attention to this letter.

If you have any questions concerning the contents of this letter, or there is any problem with filing these documents, please do not hesitate to call this office collect.

Sincerely,



M. Chris Edwards

MCE:jcs

Enclosures

cc: Chappy Adams

FILED
96 OCT -2 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
VILLAGE HOME MANAGEMENT, INC.

FILED
96 OCT -2 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the corporation shall be VILLAGE HOME MANAGEMENT, INC.

ARTICLE II

Duration

This corporation shall exist perpetually.

ARTICLE III

Purpose

This corporation is organized for the purpose of engaging in any or all lawful business for which corporations may be incorporated.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares".

ARTICLE V

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE VII

Cumulative Voting

At each election for Directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE VIII

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 11811 US Hwy #1, North Palm Beach, FL 33408, and the name of the initial registered agent of this corporation at such office is Francis Fiske Adams III, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process. The mailing address of this corporation is 11811 US Hwy #1, North Palm Beach, FL 33408.

ARTICLE IX

Initial Board of Directors

This corporation shall have four Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than two.

ARTICLE X

Incorporator

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

Francis Fiske Adams III
11811 US Hwy #1
North Palm Beach, FL 33408

ARTICLE XI

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for VILLAGE HOME MANAGEMENT, INC. at the place designated in the articles of incorporation, Francis Fisk Adams III, agrees to act in this capacity and agrees to comply with the provisions of section 48.091 relative to keeping such office open.

Dated this 30 day of Sept., 1996.

Francis Fisk Adams III
Francis Fisk Adams III

STATE OF FLORIDA

COUNTY OF PALM BEACH

I hereby certify that the foregoing instrument was acknowledged before me this 30th day of September, 1996, by Francis Fisk Adams III who is personally known to me, or presented identification in the form of _____, and who did take an oath.



SHERRI L. MCKIN
My Commission CGS101002
Expires Aug. 22, 1997
Bonded by HAI
800-422-1866

Sherri McKi
Print Name: Sherri McKi
Notary Public, State of Florida

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned subscriber has executed these Articles of Incorporation this 30 day of Sept., 1996.


Francis Fisk Adams III

STATE OF FLORIDA

COUNTY OF PALM BEACH

I hereby certify that the foregoing instrument was acknowledged before me this 30th day of September, 1996, by Francis Fisk Adams III who is personally known to me, or who showed me identification in the form of a driver's license and who did take an oath.



SHERRI L. MCKIN
My Commission CC3101002
Expires Aug. 22, 1997
Bonded by HAI
800-428-1888


Print Name: Sherri McKin
Notary Public, State of Florida