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PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 139531 81298A

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 122.50

ORDER DATE : October 31, 1996

ORDER TIME : 10:35 AM

ORDER NO. : 139531-005

700001992487--0

CUSTOMER NO: 81298A

CUSTOMER: Ms. Shelly Martin
DANIEL N. MARTIN, P.A.

P. O. Box 786

New Port Richey, FL 34656-0786

DOMESTIC FILING

NAME: RIVER WOODS OF PASCO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

Dmc 10/31/96

FILED
95 OCT 31 PM 4:20
STATE
TALLAHASSEE, FLORIDA

RECEIVED
95 OCT 31 PM 11:26
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
RIVER WOODS OF PASCO, INC.

FILED
96 OCT 31 PM 4:20
TALLAHASSEE, FLORIDA

I, the undersigned subscriber, am organizing a corporation for profit pursuant to the Statutes of the State providing for the formation, liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be RIVER WOODS OF PASCO, INC., and the principal place of business of said corporation shall be at 8406 Massachusetts Avenue, New Port Richey, Florida 34653.

ARTICLE II

The registered office of said corporation shall be in Pasco County, Florida, which address shall be 8406 Massachusetts Avenue, New Port Richey, Florida 34653 and DANIEL N. MARTIN is hereby designated as the Registered Agent for service of process for said corporation at said address.

ARTICLE III

The purpose of the corporation is to engage in any activities or business permitted under the laws of the State of Florida or the United States.

ARTICLE IV

This corporation shall be authorized to issue Five Thousand and no/100 Dollars (\$5,000) in stock as follows:

COMMON STOCK

\$1.00 par value
\$1.00 per share
A total of 5,000 shares

PREFERRED STOCK

No Preferred Stock

ARTICLE V

The corporation shall begin business with a paid in capital of Five Hundred and no/100 Dollars (\$500), which may be in cash or the equivalent value in property.

ARTICLE VI

The corporation shall have a perpetual existence unless dissolved according to law.

ARTICLE VII

The number of directors of this corporation initially shall be one (1); however, this number may be changed from time to time by lawful amendment of the By-Laws provided each number shall not be more than nine (9) and less than one (1).

ARTICLE VIII

The name and address of the organizer and the first Board of Directors, who, subject to the provisions of this Certificate of Incorporation, the By-Laws of the corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence or until his successor is elected and has qualified is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
DANIEL N. MARTIN	8406 Massachusetts Ave. New Port Richey, FL 34653	President, Vice Pres., Secretary, Treasurer, Director

ARTICLE IX

The number of shares of common stock subscribed to by the said corporation are as follows:

<u>NAME</u>	<u>SHARES</u>
DANIEL N. MARTIN	500

ARTICLE X

The corporation shall have a lien on all shares of stock in an amount equal to any debts that a stockholder may owe the corporation.

No transfer of stock shall be valid or binding until the transfer has been duly recorded and entered upon the corporate books.

The power to amend the Certificate of Incorporation shall be vested in the Board of Directors, but such amendment shall not become effectual until and unless approved by a majority of the stockholders.

IN WITNESS WHEREOF, the undersigned organizer and incorporator has hereunto set his hand and seal this 30th day of October, 1996, for the purpose of forming this corporation under the laws of the State of Florida, and hereby makes and files this Certificate of Incorporation in the Office of the Secretary of State of Florida and certifies that the facts therein are true.

WITNESSES:

Kathy D. Gray
Maria Jimenez

Daniel N. Martin
DANIEL N. MARTIN

STATE OF FLORIDA)
COUNTY OF PASCO)

BEFORE ME, the undersigned authority, personally appeared DANIEL N. MARTIN, who in my presence, has hereunto subscribed his name and signature to the foregoing Articles of Incorporation of RIVER WOODS OF PASCO, INC. He is personally known to me and did not take an oath.



Kathy Gray
NOTARY PUBLIC
KATHY GRAY
PRINTED NAME OF NOTARY
My Commission Expires:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Dated: Oct. 30, 1996


DANIEL N. MARTIN

FILED
OCT 31 PM 4:20
TALLAHASSEE, FLORIDA