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TALLAHASSEE, FL 32301-2607  
904-222-0171  
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800-342-8086



PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 196928 8752A

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pizitz*

ORDER DATE : December 20, 1996

ORDER TIME : 11:37 AM

ORDER NO. : 196928-010

CUSTOMER NO: 8752A

500002035665--0

CUSTOMER: Irma Lopez, Legal Assistant  
LAWRENCE A. FRANCE, ESQ

1001 N. Miami Beach Boulevard

N. Miami Beach, FL 33162

DOMESTIC FILING

NAME: ETHEL HOUSE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED  
96 DEC 20 PM 3:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 DEC 20 PM 2:33  
DIVISION OF CORPORATION

*KR*  
*12-20-96*

FILED  
96 DEC 20 PM 3:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
ETHEL HOUSE, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ETHEL HOUSE, INC.

The address of the principal office of this corporation shall be 12810 Pine Road, Island 5, North Miami, Florida 33181, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 600 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1001 North Miami Beach Boulevard, North Miami Beach, Florida 33162, and the name of the initial registered agent of the corporation at that address is Lawrence A. France, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Betty Ann Yost	12810 Pine Road, Island 5
Dir./Pres./Sec./Treas.	North Miami, Florida 33181

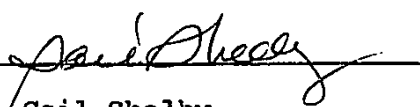
ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of  
Corporation Service Company, has hereunto set their hand  
and seal of Corporation Service Company, on December 20, 1996.

CORPORATION SERVICE COMPANY

By:   
Its Agent, Gail Shelby

GMC/das

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 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 is:

ETHEL HOUSE, INC.  
(must include suffix)

FILED  
96 DEC 20 PM 3:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

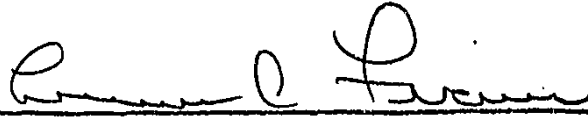
2. The name and address of the registered agent and office is:

LAWRENCE A. FRANCE, ESQ. OF  
LAWRENCE A. FRANCE, P.A.  
(NAME)

1001 North Miami Beach Blvd.  
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

North Miami Beach, FL 33162  
(CITY/STATE/ZIP)

*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.*

  
(SIGNATURE)

December 20, 1996  
(DATE)