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March 6, 1997

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Florida Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, Florida 32301

RE: **HARBOR MANOR DEVELOPMENT, INC.**
SS&S FILE NO. 4815

Gentlemen:

Enclosed for filing with your office are the original Articles of Incorporation for the above-captioned corporation. A check in the amount of One Hundred Twenty Two and 50/100 Dollars (\$122.50) made payable to the Secretary of State is enclosed representing payment as follows:

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

TOTAL: \$122.50

After filing, please mail a certified copy of the Articles of Incorporation to the undersigned in the enclosed self addressed stamped envelope.

Very truly yours,

SIMON, SCHINDLER & SANDBERG, P.A.

Terri Grumer Sonn (RM)
Terri Grumer Sonn, Esq.
For the Firm

TGS:am
Enclosure
reycraft\article2.ltr

9/17/97

**ARTICLES OF INCORPORATION
OF
HARBOR MANOR DEVELOPMENT, INC.**

ARTICLE I - NAME

The name of this corporation is HARBOR MANOR DEVELOPMENT, INC.

ARTICLE II CORPORATE EXISTENCE

The existence of this corporation shall commence on the day of filing; provided that if such day be not authorized under law; then on the earliest day allowable pursuant to Florida law for the commencement of corporate existence. The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business as provided by Florida Statutes, Chapter 607, Florida Business Corporation Act, as it exists on the date hereof or as it may hereafter be amended.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a value of One Dollar (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial place of business of this corporation is: 10231 East Bay Harbor Drive, Suite One B, Bay Harbor Islands, Fl 33154 and the name and address of the initial registered agent of this corporation is: T. & C. ASSOCIATES, LTD., a New Jersey limited partnership, qualified to do

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CLERK OF COURT
JACKSONVILLE, FLA.

business in the State of Florida, located at 10231 East Bay Harbor Drive, Suite One B, Bay Harbor Islands, Fl 33154.

ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of Two (2) persons, whose names and addresses are: George D. Reycraft located at 10231 East Bay Harbor Drive, Suite One B, Bay Harbor Islands, Fl 33154 and George C. Reycraft, located at 10231 East Bay Harbor Drive, Suite One B, Bay Harbor Islands, Fl 33154. The number of directors may be either increased or decreased from time to time as provided by in the By-Laws of this corporation, but shall never be less than one.

ARTICLE VIII - INCORPORATOR

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

George D. Reycraft
T. & C. ASSOCIATES, LTD.
10231 East Bay Harbor Drive
Suite One B
Bay Harbor Islands, Fl 33154.

ARTICLE IX - BY-LAWS

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

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest

extent permitted by law.

ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4th day of March, 1997.

T. & C. ASSOCIATES, LTD., a New Jersey limited partnership qualified to do business in the State of Florida

By: *George D. Reycraft*
George D. Reycraft, General Partner

STATE OF NEW YORK)
COUNTY OF New York) SS

The foregoing instrument was acknowledged before me this 4th day of March, 1997, by GEORGE D. REYCRAFT, as General Partner of T. & C. ASSOCIATES, LTD., a New Jersey limited partnership qualified to do business in the State of Florida, who is personally known to me, ~~or who provided the following as identification~~ _____.

Joanne Weingaertner
Notary Public:

Print Name: JOANNE WEINGAERTNER

My commission expires:

JOANNE WEINGAERTNER
Notary Public, State of New York
No. 43-4807199
Qualified in Richmond County
Certificate Filed in New York County
Commission Expires June 30, 1998

CERTIFICATE OF INCORPORATION
ACCEPTANCE AS REGISTERED AGENT

Having been named to accept service of process for the above named corporation at a place designated in these Articles of Incorporation, the undersigned hereby accepts said designation as Registered Agent and agrees to comply with the provisions of law relative to keeping open said office.

T. & C. ASSOCIATES, LTD., a New Jersey limited partnership qualified to do business in the State of Florida

By: *George D. Reycraft*
George D. Reycraft, General Partner

STATE OF NEW YORK)
COUNTY OF New York) SS

The foregoing instrument was acknowledged before me this 4th day of March, 1997, by GEORGE D. REYCRAFT, as General Partner of T. & C. ASSOCIATES, LTD., a New Jersey limited partnership qualified to do business in the State of Florida who is personally known to me, ~~or who provided the following as identification~~_____.

Notary Public:

Joanne Weingaertner
Print Name: JOANNE WEINGAERTNER

My commission expires:
anne\corporate\articles.inc

JOANNE WEINGAERTNER
Notary Public, State of New York
No. 43-4807199
Qualified in Richmond County
Certificate Filed in New York County
Commission Expires June 30, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA