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LETTER OF TRANSMITTAL
FILED

97 MAR 17 AM 10: 16

SECRETARY OF STATE
Date TALLAHASSEE, FLORIDA

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*****70.00 *****70.00

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

Re Chelsea of Naples, Inc. Inc
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$70.00.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Jean Klingler Murphy
(individual's name)

Chelsea of Naples, Inc
(name of corporation)

MAILING ADDRESS OF CORPORATION		
8139 Las Palmas Way		
Naples, Fl. 34109		
PHONE		
(941)	597-8747	
Area Code	Number	Ext.

PA
3/21/97

ARTICLES OF INCORPORATION

of

Chelsea of Naples, Inc.

(name of corporation)

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The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Chelsea of Naples, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue five hundred shares (500) of one Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	<u>Jean Klingler Murphy</u>		
ADDRESS	<u>8139 Las Palmas Way</u>		
CITY	<u>Naples</u>	FLORIDA	ZIP <u>34109</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) 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 one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>Jean Klingler Murphy</u>		
ADDRESS	<u>8139 Las Palmas Way</u>		
CITY	<u>Naples</u>	STATE <u>FL</u>	ZIP <u>34109</u>
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

The corporations principal office is located at 8139 Las Palmas Way, Naples, FL.
The principal office and registered office are the same -

ARTICLE VII - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

NAME	<u>Jean Klingler Murphy</u>		
ADDRESS	<u>8139 Las Palmas Way</u>		
CITY	STATE	ZIP	
<u>Naples</u>	<u>FL</u>	<u>34109</u>	
NAME			
ADDRESS			
CITY	STATE	ZIP	
NAME			
ADDRESS			
CITY	STATE	ZIP	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 11th day of March, 1997.

Jean Klingler Murphy (Seal)

_____ (Seal)

STATE OF FLORIDA)
COUNTY OF Collier) SS

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

Jean K. Murphy

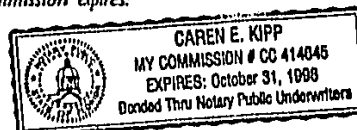
personally
known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that She executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have herunto affixed my hand and seal, in the State and County aforesaid, this 11th day of March, 1997.

(Notary Seal)

Caren E. Kipp
(Notary Public, State of Florida at Large)

My Commission expires:



CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Chelsea of Naples, Inc.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 8139 Las Palmas Way
Naples, FL 34109

has named Jean Klingler Murphy
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at
the place designated in this certificate, I hereby accept to act in this capacity, and agree
to comply with the provisions of Florida Law in keeping open said office.

Jean Klingler Murphy
(registered agent)