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BOARD CERTIFIED:  
CIVIL TRIAL LAWYER  
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April 4, 1997

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-04/07/97--01118--010  
\*\*\*\*122.50 \*\*\*\*122.50

Honorable Sandra B. Mortham  
Secretary of State  
State of Florida  
Division of Corporations  
Post Office Box 6327  
409 E. Gaines Street  
Tallahassee, FL 32314

Re: GREENBRIAR RETIREMENT, INC. - Incorporation

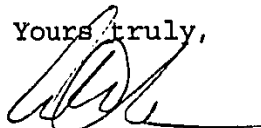
Dear Sir:

Please find enclosed the original Articles of Incorporation of GREENBRIAR RETIREMENT, INC., together with our check of \$122.50 to cover cost of filing fee.

Please return a certified copy of the Articles to the undersigned at your earliest opportunity.

Thank you for your cooperation in this regard.

Yours truly,

  
ARTHUR BARON

AB/jcc  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR -7 PM 12:42

uq 4-8-97

ARTICLES OF INCORPORATION  
OF  
GREENBRIAR RETIREMENT, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The undersigned subscriber, who is a natural person competent to contract, subscribes to these Articles of Incorporation, to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME. The name of the corporation is:

GREENBRIAR RETIREMENT, INC.

ARTICLE II

BUSINESS AND ACTIVITIES. This corporation is organized for the purposes of any and all legal activity.

ARTICLE III

CAPITAL STOCK. The maximum number of shares that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, having a par value of \$1.00 per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors of said corporation.

ARTICLE IV

INITIAL CAPITAL. The amount of capital with which this corporation will begin business shall not be less than Five Hundred (\$500.00) dollars.

ARTICLE V

TERM OF EXISTENCE. This corporation shall have perpetual existence.

ARTICLE VI

PLACE OF BUSINESS. The initial address of the corporation shall be: 3024 Saratoga Drive, Orlando, FL 32806 but this corporation may establish and maintain its principal office and other offices at such other places in the United States of America, its colonies or dependencies and in any foreign country as the Boards of Directors may from time to time determine.

#### ARTICLE VII

NUMBER OF DIRECTORS. The number of Directors of this corporation shall consist of one or more Directors from time to time fixed by the Board of Directors or the stockholders, in accordance with the By-Laws of the corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The Directors may authorize and require the payment of the reasonable expenses incurred by Directors in attending meetings of the Directors. Nothing in this article shall be construed to preclude that Director from serving the corporation in any other capacity and receiving compensation therefor.

#### ARTICLE VIII

INITIAL BOARD OF DIRECTORS. The name and street address of each Board of Directors are as follows:

Name:	Address:
Charlene Goucher	3024 Saratoga Drive Orlando, FL 32806
William C. Goucher	3024 Saratoga Drive Orlando, FL 32806

#### ARTICLE IX

SUBSCRIBERS. The name and street address of each subscriber of these Articles of Incorporation are as follows:

Name:	Address:
Charlene Goucher	3024 Saratoga Drive Orlando, FL 32806
William C. Goucher	3024 Saratoga Drive Orlando, FL 32806

#### ARTICLE X

OFFICERS, AND INITIAL STOCKHOLDERS. The names and addresses and initial share in said corporation of each of the initial stockholders and officers of this corporation are as follows:

Name:		Address:	
Charlene Goucher	P	3024 Saratoga Drive Orlando, FL 32806	51%
William C. Goucher	VP/T/S	3024 Saratoga Drive Orlando, FL 32806	49%

ARTICLE XI

LOST OR DESTROYED CERTIFICATES. The stock certificate to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this corporation.

ARTICLE XII

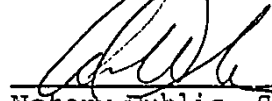
AMENDMENT. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders; meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all of the stockholders sign written statements manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned does set his hand and seal and has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 4 day of April, 1997.

  
CHARLENE GOUCHER  
Subscriber

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of April, 1997, by Charlene Goucher, who is personally known to me or who has produced identification in the form of N/A, and who ~~did~~ did not take an oath.

  
Notary Public, State of Florida  
at Large

\_\_\_\_\_  
Typed Name of Notary Public

My Commission Number and  
Date of Expiration:



Arthur Baron  
MY COMMISSION # CC602573 EXPIRES  
March 5, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

GREENBRIAR RETIREMENT, INC.

DESIGNATION OF RESIDENT AGENT

I, the initial subscriber and director of GREENBRIAR RETIREMENT, INC., do hereby appoint and designate as the resident agent of the corporation:

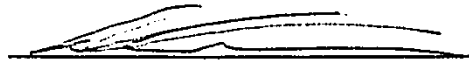
William C. Goucher  
3024 Saratoga Drive  
Orlando, FL 32806

whose mailing address is set out above.

I do authorize the above-named individual to act as my agent in those matters of the corporation including but not limited to service of civil process upon said corporation.

  
CHARLENE GOUCHER

I, WILLIAM C. GOUCHER, do this 4th day of April, 1997, accept the designation of Resident Agent, designating me to act as said agent for GREENBRIAR RETIREMENT, INC., whose principal place of business is 3024 Saratoga Drive, Orlando, FL 32806.

  
WILLIAM C. GOUCHER

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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