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FLORIDA DIVISION OF CORPORATIONS

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FAX #:

FROM: RAPPEL & ASSOCIATES, P.A.  
076043001611

ACCT#:

CONTACT: ROBERT RAPPEL  
PHONE: (561)978-0007  
(561)569-9303

FAX #:

NAME: VILLAGE RETREAT, INC.

AUDIT NUMBER.....H97000006069

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

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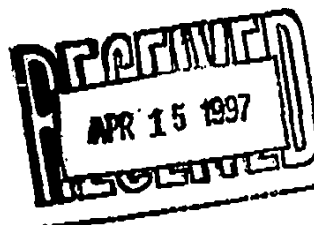
**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

April 15, 1997

RAPPEL & ASSOCIATES, INC.

SUBJECT: VILLAGE RETREAT, INC.  
REF: W97000008638



We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

The FAX audit number must be on the top and bottom of each page of the document.

A corporation may not act as its own incorporator. Please designate an individual, another active domestic or foreign corporation, with a street address.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Kimberly Rolfe  
Document Specialist

FAX Aud. #: E97000006069  
Letter Number: 597A00018846

Fax Audit No. H97000006069

Articles of Incorporation  
of  
VILLAGE RETREAT, INC.

The undersigned Incorporator hereby forms a corporation under the laws of the State of Florida:

**ARTICLE I. CORPORATE NAME**

The name of this Corporation is:

VILLAGE RETREAT, INC.

**ARTICLE II. MAILING ADDRESS OF CORPORATION**

The mailing address of this Corporation is:

VILLAGE RETREAT, INC.  
9452 South U.S. 1  
Port St. Lucie, Florida 34952

**ARTICLE III. CAPITAL STOCK**

The aggregate number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is Ten Thousand (10,000) shares of common stock having a par value of \$.01 per share. The Board of Directors of this Corporation shall have the power to divide and issue the Common Stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida. Shares of one series may be issued as a share dividend in respect of shares of another series.

**ARTICLE IV. PRE-EMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding,

Robert Rappel, D.O., J.D.  
2770 Indian River Boulevard, Suites 314/315  
Vero Beach, FL 32960-4230  
561/978-0007  
FL Bar No. 0015156

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exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it any pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### **ARTICLE V. COMMENCEMENT AND TERM OF EXISTENCE**

This Corporation shall commence its Corporate existence on April 10, 1997. This Corporation shall have perpetual existence.

#### **ARTICLE VI. INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this Corporation in the State of Florida and the Corporation's initial registered agent at that office shall be:

RAPPEL & ASSOCIATES, P.A.  
ATTN: Robert Rappel, D.O., J.D.  
2770 Indian River Boulevard  
Vero Beach, FL 32960-4230

#### **ARTICLE VII. BOARD OF DIRECTORS**

This Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than one.

#### **ARTICLE VIII. INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

RAPPEL & ASSOCIATES, P.A.  
ATTN: Robert Rappel, D.O., J.D.  
2770 Indian River Boulevard  
Vero Beach, FL 32960-4230

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## ARTICLE VIX. AMENDMENT

These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every amendment must be approved by the Board of Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

## ARTICLE X. INDEMNIFICATION

Except as may otherwise be provided in the Bylaws of this corporation, this Corporation shall indemnify its incorporators, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

**IN WITNESS WHEREOF**, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of April 10, 1997.

**VILLAGE RETREAT, INC.**

By: Robert J. Appel  
**ROBERT RAPPEL, D.O., J.D.**  
**Incorporator**

Fax Audit No. H97000006069

**CERTIFICATE ACCEPTING DESIGNATION AS  
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN  
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 48.091 and 607.0501 of the Florida Statutes:

Having been appointed registered agent of VILLAGE RETREAT, INC., in its Articles of Incorporation at the place designated in such Articles of Incorporation, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

**VILLAGE RETREAT, INC.**

**By:**

**Robert Rappel, D.O., J.D.**  
**RAPPEL & ASSOCIATES, P.A.**

**Dated: April 10, 1997**

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