

HARRIS GUBERNICK
10160 SW 99th Avenue
Miami, Florida 33176

FILED
97 DEC 15 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P 97 000 105536

December 9, 1997

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Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

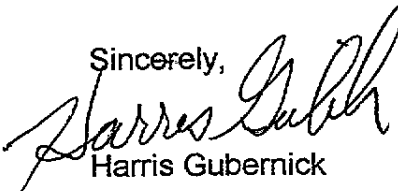
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****122.50 ****122.50

✓
Enclosed are two original Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office for "Natureland of Pinecrest, Inc."

Enclosed is a cashiers check payable for \$122.50; therefore please file the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office.

Please return a certified copy of the Articles to me at the above address.

Thank you.

Sincerely,

Harris Gubernick

F. CHESSER DEC 16 1997.

ARTICLES OF INCORPORATION
OF
NATURELAND OF PINECREST, INC.

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article One: Name

The name of this Corporation ("Corporation") shall be "Natureland of Pinecrest, Inc."

Article Two: Principal Office

The principal place of business and mailing address of this Corporation shall be 9550 S.W. 67th Avenue, Miami, Florida 33156.

Article Three: Capital Stock

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1000) shares having a par value of one dollar (\$1.00) per share.

Article Four: Initial Registered Agent and Address

The name and street address of the initial registered agent is: Harris Gubernick, 10160 SW 99th Avenue, Miami, Florida 33176.

Article Five: Incorporator

The name and street address of the incorporator to these Articles of Incorporation is: Harris Gubernick, 10160 SW 99th Avenue, Miami, Florida 33176.

Article Six: General Provisions

A. The Corporation may transact business, borrow, lend or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

B. The Corporation shall indemnify each director and officer of the Corporation from and against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer

or director at the time incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States. This provisions shall be in addition to any other rights to which those indemnified may be entitled under any By-laws, agreements, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and is to continue to any person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such person.

The undersigned has executed these Articles of Incorporation this 9 day of December, 1997.

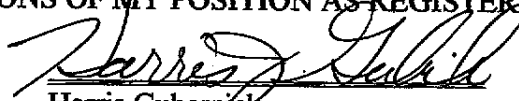

Incorporator

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

Pursuant to the provisions of Section 607.0501, Florida Statutes, the corporation mentioned below, 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 "Natureland of Pinecrest, Inc."
2. The name and address of the registered agent and office is Harris Gubernick, 10160 SW 99th Avenue, Miami, Florida 33176.

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.


Harris Gubernick

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