P980 GOODS ASSOCIALES, IA. 4-3-3

Accounting & Business Consultants

P.O. Box 1118 Winter Park, Florida 32790-1118 (407) 645-5950 Fax (407) 645-5451

April 3, 1998



EFFECTIVE DATE

Department of State Corporate Records Division P. O. Box 6327 Tallahassee, FL 32314

000002497670--6 -04/23/98--01044--006 ****122.50 ****122.50

Dear Department of State:

Enclosed please find two original copies of the Articles of Incorporation for PEARSON'S REST HOME, INC., along with a check to the Department of State in the amount of \$122.50 for filing fees. Please file the enclosed articles, and mail the certified copy to:

Gloria J. Robinson Robinson & Associates, P. A. 1320 S. Orlando Ave., Suite 4 P.O. Box 1118 Winter Park, FL 32790-1118

If you have any questions or need further instructions, please give me a call at (407) 645-5950.

Sincerely,

Gloria J. Robinson, CPA

ROBINSON & ASSOCIATES, P A

Enclosures.

Dist.

ARTICLES OF INCORPORATION

OF



PEARSON'S REST HOME, INC.

ARTICLE I. NAME: The name of the corporation is PEARSON'S REST HOME, INC.

ARTICLE II. PURPOSE: This corporation is organized for the purpose of the transaction of any lawful business for which corporations may be incorporated under the laws of the United States and the State of Florida.

ARTICLE III. EFFECTIVE DATE: The effective date of this Corporation is May 1, 1998.

ARTICLE IV. DURATION: The corporation is to exist perpetually.

ARTICLE V. CAPITAL STOCKS: This corporation is authorized to issue ONE THOUSAND (1,000) SHARES of the common stock of a par value of ONE (\$1.00) DOLLAR per share.

ARTICLE VI. PRINCIPAL PLACE OF BUSINESS OF CORPORATION: The street address of the principal place of business is 2928 McQueen Road, Orlando, Florida 32703.

ARTICLE VII. MAILING ADDRESS OF CORPORATION: The mailing address of the corporation is 2928 McQueen Road, Orlando, Florida 32703.

ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT: The name and address of the registered agent are as follows:

GLORIA J. ROBINSON 1320 S. Orlando Avenue, Suite 4 Winter Park, FL 32789

ARTICLE IX. INITIAL BOARD OF DIRECTORS: This corporation shall have one (1) director initially. The number of directors may either be increased or decreased from time to time by an amendment of the by-laws, but shall never be less than one (1).

The name and address of the initial director of this corporation is:

Missouriean A. Pearson 2928 McQueen Road Apopka, Florida 32703

ARTICLE X. INCORPORATORS: The name and address of the incorporator signing these Articles of Incorporation are:

GLORIA J. ROBINSON 1320 S. Orlando Avenue, Suite 4 Winter Park, Florida 32789

ARTICLE XI. AMENDMENTS: This Corporation reserves the right to amend or repeal any provision 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 incorporator has executed these Articles of Incorporation this 3rd day of April, 1998.

GLORIA J./RØBINSON

STATE OF FLORIDA COUNTY OF ORANGE

BEFORE ME the undersigned authority, personally appeared GLORIA J. ROBINSON who acknowledged before me that she executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal this 3rd day of April, 1998.

-Notary Public, State of Florida

LEONOR CAHILL
My Comm Exp. 8/07/99
Bonded By Service Ins
No. CC486871

[] Personally Known [] Other L.D.

PLDL R15229053770

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process of PEARSON'S REST HOME, INC., I hereby accept and agree to act in this capacity.

GLORIA J. ROBINSON

98 APR 23 PM 2: 28
SECRETARY OF STAIL