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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

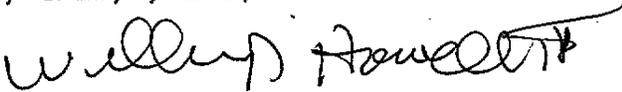
SUBJECT: Olde Sutton Oaks, Inc.

Enclosed please find an original and 1 copy of the articles of incorporation for the above corporation and our filing fee of \$70.00. The person to call with questions and to address the acknowledgement to is;

Gregory E. Matovina
2955 Hartley Road, Suite 106A
Jacksonville, Florida 32257
904-292-0778

Thank you in advance for your assistance.

Very truly yours,



William R. Howell, II

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

APPROVED
AND
FILED
98 MAY 27 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAY 28 1998

ARTICLES OF INCORPORATION OF
OLDE SUTTON OAKS, INC.

APPROVED
AND
FILED
98 MAY 27 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I NAME

The name of the corporation shall be Olde Sutton Oaks, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address shall be 2955 Hartley Road, Suite 108, Jacksonville, FL 32257.

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 of no par value.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is William R. Howell, II, 2955 Hartley Road, Suite 108, Jacksonville, FL 32257.

ARTICLE V BOARD OF DIRECTORS

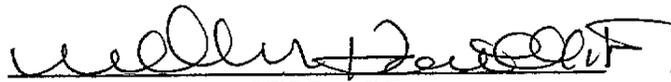
The number of directors constituting the initial board of directors is one, and the name(s) of the person(s) who is/are to serve as director(s) until the first annual meeting of the shareholder(s) or until successors are elected and qualified is William R. Howell, II having an address at 2955 Hartley Road, Suite 108, Jacksonville, FL 32257.

ARTICLE VI INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is William R. Howell, II, whose address is 2955 Hartley Road, Suite 108, Jacksonville, FL 32257.

The undersigned has executed these Articles of Incorporation this 20th day of May, 1998.

INCORPORATOR

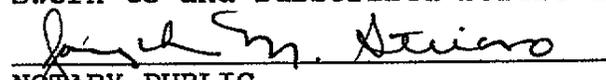

WILLIAM R. HOWELL, II

REGISTERED AGENT

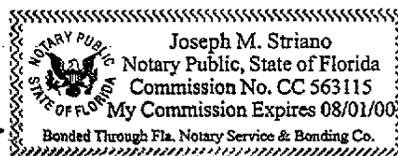
I hereby am familiar with and accept the duties and responsibilities as registered agent for the above corporation.


WILLIAM R. HOWELL, II

Sworn to and subscribed before me this 20th day of May, 1998.


NOTARY PUBLIC

My Commission Expires 8-1-2000



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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, 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: Olde Sutton Oaks, Inc.

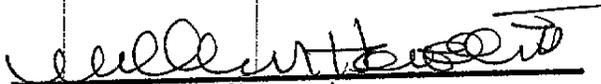
2. The name and address of the registered agent and office is:

William R. Howell, II
(Name)
2955 Hartley Road, Suite 108
(P.O. Box not acceptable)
Jacksonville, Florida 32257
(City/State/Zip)

98 MAY 27 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

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.


(Signature)