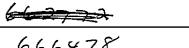


FOR PICKUP BY UCC SERVICES

OFFICE USE ONLY (Document #)



CORPORATION NAME(S) AND DOCUMENT	****122.58 ****122.50
	98 SEC
Walk In Pick Up Time Mail Out Will Wait Photocopy	Certificate of States
NEW FILINGS Amendment Amendment Amendment Resignation of R.A. C Change of Registered Domestication Other OTHER FILINGS Amendment Resignation of R.A. C Change of Registered Dissolution/Withdraw Merger REGISTRATION/QU Foreign Limited Partnership Reinstatement Trademark Other	Officer/Director Agent FICTITIOUS NAME CORP SEARCH

Date:

ARTICLES OF INCORPORATION

FILED

OF

98 MAY 28 PM 1:21

THE PINES OF NEWMARKET, INC.

SECRETARY OF STATE TALLAHASSEE, FLORIDA

A Florida Corporation

ARTICLE 1

NAME

The name of this corporation is: The Pines of Newmarket, Inc.

ARTICLE 2

DURATION -

The duration of this corporation is perpetual. The date and time of commencement of the corporate existence is the time of filing of the articles of incorporation by the Department of State of the State of Florida.

ARTICLE 3

GENERAL PURPOSES

The general purposes for which this corporation is initially organized are to engage in any or all lawful business for which corporations may be incorporated under Florida law.

ARTICLE 4

SHARES

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares of common voting stock having a par value of \$1.00 per share.

ARTICLE 5

PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the principal office of the corporation is 19551 Southeast 111th Ct., Inglis, FL 34449. The name and address of the initial registered agent of the corporation is Palmetto Charter Services, Inc., 150 Magnolia Avenue (Post Office Box 2491), Daytona Beach, Florida 32115-2491.

ARTICLE 6

DIRECTORS

The number of directors constituting the initial board of directors is six (6) and the name and address of each person who is to serve as a member thereof are as follows:

George	e Steele		
19551	Southeast	111th Ct.	
Inglis,	FL 34449		

Donald R. Ques	st
19551 Southeas	t 111th Ct.
Inglis, FL 34449	9

Louis	Huch		
19551	Southeast	111th	Ct.
Inolis	FL 34449		

Andrew L. Fennelly 19551 Southeast 111th Ct. Inglis, FL 34449

Eric Zengota 19551 Southeast 111th Ct. Inglis, FL 34449

Donald R. Quest, Jr. 19551 Southeast 111th Ct. Inglis, FL 34449

The number of directors may be changed from time to time in accordance with the bylaws.

ARTICLE 7

INCORPORATOR

The name and address of the incorporator and subscriber to 1,000 shares of the common voting stock of this corporation is as follows:

Larry D. Marsh 150 Magnolia Ave. Daytona Beach, FL 32114

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute and acknowledge these articles this 27th day of May, 1998.

Larry D. Marsh

STATE OF FLORIDA COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 27th day of May, 1998, by Larry D. Marsh, who is personally known to me or has produced as identification.

JEAN R LATON
My Commission CC42931
Expires Dec 26 1998
Bonded by HAI
800 422 1555

NOTARY PUBLIC:

Sign: Jean K. Lay

State of Florida At Large (Seal)

My Commission Expires:

Title/Rank:______Commission Number:_____

CERTIFICATE DESIGNATING REGISTERED AGENT AND STREET ADDRESS FOR SERVICE OF PROCESS

FILED

98 MAY 28 PM 1: 21

SECRETARY OF STATE
TAIL AHASSEE, FLORIDA

Pursuant to Section 48.091, Florida Statutes, THE PINES OF NEWMARKET, INC. hereby designates Palmetto Charter Services, Inc. and 150 Magnolia Avenue, (P.O. Box 2491), Daytona Beach, Florida 32115-2491, as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.

THE PINES OF NEWMARKET, INC.

Incorporator

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as registered agent of THE PINES OF NEWMARKET, INC. for service of process within the State of Florida.

PALMETTO CHARTER SERVICES, INC.

Larry D. Marsh,

Vice President