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Admitted in District of Columbia  
and in Wisconsin

P98000050405

VIA FEDERAL EXPRESS

June 1, 1998

File No.: 126.01

Florida Secretary of State

Division of Corporations

409 E. Gaines Street

Tallahassee, FL 32399

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-06/03/98--01098--007  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Osprey Place at Dunedin, Inc.

Dear Sirs:

Enclosed please find an original and one copy of the Articles of Incorporation for Osprey Place at Dunedin, Inc. along with our firms check in the amount of \$122.50 as the filing fee and certified copy fee for the above corporation. Please return certified copy of the Articles of Incorporation to our Clearwater address listed above. Please process at your earliest convenience.

If you have any questions, please do not hesitate to call. Thank you for your assistance in this matter.

Sincerely,

ALFORD, BARBER & MARIANI



Terri J. Greenier

Legal Assistant

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 JUN -3 AM 9:24

FILED

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ARTICLES OF INCORPORATION  
OF  
OSPREY PLACE at DUNEDIN, INC.

FILED  
98 JUN -3 AM 9:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation is OSPREY PLACE at DUNEDIN, INC. and its mailing address is c/o Charles A. Courter, 8639 North Himes Avenue #2817, Tampa, FL 33614.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of Florida.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 100 shares of no par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 8639 North Himes Avenue, #2817, Tampa, FL 33614 and the name of the initial registered agent of this corporation at that address is Charles A. Courter.

**ARTICLE VI**

**INITIAL BOARD OF DIRECTORS**

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

<b><u>Name</u></b>	<b><u>Address</u></b>
Stephen M. Yeager	106 Rittswood Drive Butler, PA 16001
Rodney M. Cocuzza	17 Philips Mill Drive Middletown, NJ 07748

**ARTICLE VII**

**INCORPORATOR**

The name and address of each person signing these Articles is:

<b><u>Name</u></b>	<b><u>Address</u></b>
Stephen M. Yeager	106 Rittswood Drive Butler, PA 16001
Rodney M. Cocuzza	17 Philips Mill Drive Middletown, NJ 07748

**ARTICLE VIII**

**CUMULATIVE VOTING**

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

**ARTICLE IX**

**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class

or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE X

#### INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE XI

#### BYLAWS

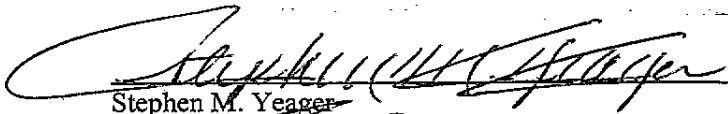
The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

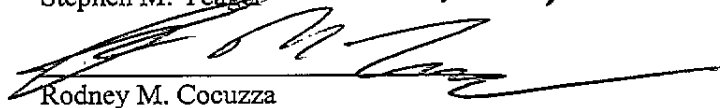
#### ARTICLE XII

#### AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on the  
28 day of May, 1998.

  
Stephen M. Yeager

  
Rodney M. Cocuzza

STATE OF PENNSYLVANIA  
COUNTY OF BUTLER

SWORN TO AND SUBSCRIBED before me, this 26th day of May, 1998, by Stephen M. Yeager, who is personally known to me ~~or who has produced~~ \_\_\_\_\_ ~~satisfactory evidence of identification.~~ XX

*Freda L. Olean*

Notary Public - Commonwealth of Pennsylvania

FREDA L. OLEAN

Print Name of Notary

My Commission Expires

NOTARIAL SEAL  
FREDA L. OLEAN, Notary Public  
City of Butler, Butler County

My Commission Expires May 1, 1999

STATE OF NEW JERSEY  
COUNTY OF Middlesex

SWORN TO AND SUBSCRIBED before me, this 28th day of May, 1998, by Rodney M. Cocuzza, who is personally known to me or who has produced Driver's License (N.J.) as satisfactory evidence of identification.

*Veronica Lapka*

Notary Public - State of New Jersey

Veronica Lapka

Print Name of Notary

My Commission Expires



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of OSPREY PLACE at DUNEDIN, INC., which is contained in the foregoing Articles of Incorporation.

Dated this 28th day of May, 1998.

*Charles A. Courter*

Charles A. Courter, as Registered Agent

FILED  
93 JUN -3 AM 9:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA