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THE TAX SHOPPE

932 SW Bayshore Blvd.
Port St. Lucie, FL 34983
(561) 879-2895
(561) 879-2894 Fax

September 10, 1998

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

100002637751--4
-09/11/98--01092--010
*****78.75 *****78.75

Re: Incorporation Paperwork for Etta's Home, Inc.

Dear Sirs:

Enclosed you will find the necessary paperwork for the incorporation of Etta's Home, Inc.. This is being done in conjunction with a state application for an Assisted Living Facility for Ms. Marian Williams and Etta's Home, Inc.

The deadline for her application to the state is September 17, 1998. We have submitted that application to the state agency. We stated in that application that the corporation information would be forthcoming once the state has issued the certificate for the corporation.

We would appreciate your assistance in this matter. If you have any questions, please contact us at your earliest convenience. If you require any information from the ALF state agency, our point of contact there is a Mr. Greg Price, MSW.

Thank you in advance for your assistance in this matter.

Sincerely,

Joe Edge
The Tax Shoppe

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

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

ARTICLE I - NAME

The name of the corporation shall be:

Etta's Home, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

c/o Marian Williams
1758 SW MacAllister Lane
Port St Lucie, FL 34953

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares. The Par Value of each share of stock is \$1.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Marian Williams
1758 SW MacAllister Lane
Port St Lucie, FL 34953

ARTICLE V - INCORPORATOR(S)

The name and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Marian Williams DOB: 11-29-1944 SSN: 265-91-7138
1758 SW MacAllister Lane
Port St Lucie, FL 34953

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ARTICLE VI - SMALL BUSINESS CORPORATION

The corporation elects to be treated as a small business corporation under section 1244 of the Internal Revenue Service Code.

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 9 day of SEPT 1998.

Maan Dilhain
Signature

ARTICLES OF INCORPORATION FILING FEE - \$35.00

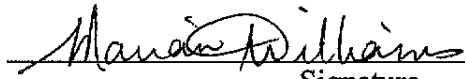
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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: Etta's Home, Inc.
2. The name and address of the registered agent and office is:

Marian Williams
1758 SW MacAllister Lane
Port St Lucie, FL 34953

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

9/9/98

Date

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