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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

The Pines of Palm Coast Inc.

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<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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9-25-98

ARTICLES OF INCORPORATION
OF
THE PINES OF PALM COAST, INC.
A Florida Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1

NAME

The name of this corporation is: The Pines of Palm Coast, 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 Steele
19551 Southeast 111th Ct.
Inglis, FL 34449

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

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

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

Louis Huch
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 24th day of September, 1998.


Larry D. Marsh

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 24th day of
September, 1998, by Larry D. Marsh, who is personally known to me or has produced
~~September 4~~ as identification.

NOTARY PUBLIC:

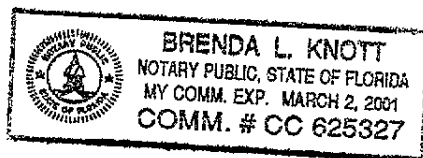
Sign: 
Print: Brenda L. Knott

State of Florida At Large
(Seal)

My Commission Expires:

Title/Rank: _____

Commission Number: _____



CERTIFICATE DESIGNATING REGISTERED
AGENT AND STREET ADDRESS FOR
SERVICE OF PROCESS

Pursuant to Section 48.091, Florida Statutes, THE PINES OF PALM COAST, 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 PALM COAST, INC.

By: 

Incorporator

ACCEPTANCE OF DESIGNATION

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

PALMETTO CHARTER SERVICES, INC.

By: 

Larry D. Marsh,
Vice President

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