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FILED

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Kevin Haithcock
1872 SW Kimberly Ave.
Port St. Lucie, FL 34953
561-336-0818

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 15, 1998

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

RE: **INCORPORATION of SUNNY BANKS ALF, INC.**

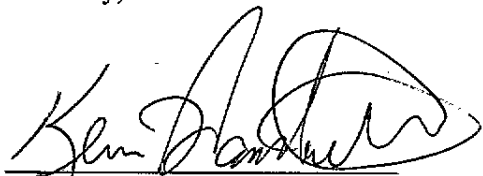
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*****70.00 *****70.00

Dear Secretary of State:

Enclosed find **one original** and **one copy** of the Articles of Incorporation for **SUNNY BANKS ALF, INC..**
Please return **one copy** to me at the above address for my records.

Also find enclosed a check made payable to the Secretary of State in the amount of \$70.00 which represents the statutory filing fee. Your assistance in establishing this corporation is appreciated.

Sincerely,



Kevin Haithcock
1872 SW Kimberly Ave.
Port St. Lucie, FL 34953

W98-21848
P. Hall OCT 14 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 23, 1998

KEVIN HAITHCOCK
1872 SW KIMBERLY AVE
PORT ST LUCIE, FL 34953

SUBJECT: SUNNY BANKS ALF, INC.
Ref. Number: W98000021848

We have received your document for SUNNY BANKS ALF, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
101 E. Gaines St.
Fletcher Bldg., 6th Floor.
Tallahassee, FL 32399-0350
(850) 488-1111.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 098A00048105



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

October 1, 1998

Mr. Kevin Haithcock
1872 SW Kimberly Avenue
Port St. Lucie, FL 34953

Dear Mr. Haithcock:

Re: "Sunny Banks ALF, Inc."

Thank you for your recent letter/fax requesting approval for use of the above-referenced name. It is the opinion of this Department that your name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the State of Florida.

Sincerely,

A handwritten signature in black ink, appearing to read "Art Simon", is written over a horizontal line.

Art Simon
Director
Division of Banking
101 East Gaines Street
The Fletcher Building - Sixth Floor
Tallahassee, FL 32399-0350
(850) 488-1111

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

ARTICLES OF INCORPORATION

OF

SUNNY BANKS ALF, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is **SUNNY BANKS ALF, INC.**

The principal address of the corporation is: 582 SW Banks Terrace, Port St. Lucie, FL 34953.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for Which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is one hundred (100) of \$0.01 par value.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$1,000.00 consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is 1872 SW Kimberly Ave., Port St. Lucie, FL 34953 and the name of its initial registered agent at such address is **Kevin Haithcock**.

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


Kevin Haithcock

ARTICLE SEVEN

The number of directors constituting the initial board of directors is **one (2)**, and the name and address of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name

Mailing Address

Kevin Haithcock

1872 SW Kimberly Ave.
Port St. Lucie, FL 34953

Kim Cobb/Telco

1872 SW Kimberly Ave.
Port St. Lucie, FL 34953

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statue.

ARTICLE NINE

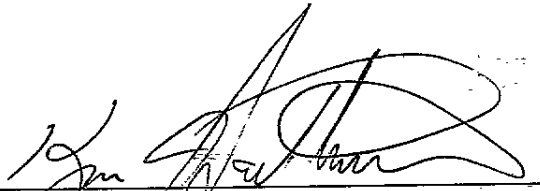
The name and address of each incorporator is:

Name

Mailing Address

Kevin Haithcock

1872 SW Kimberly Ave.
Port St. Lucie, FL 34953


Incorporator: **Kevin Haithcock**

ARTICLE TEN

The powers of the incorporators cease upon filing of the Articles of Incorporation.