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TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 14 AM 11:19

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

SUBJECT: COMFORT LIVING FINANCIAL, INC.

(proposed corporate name)

Enclosed please find an original articles of incorporation for the above corporation and a check in the amount of \$122.50.

FROM: Douglas M. Sieb, Esq.
240 North Washington Boulevard, Suite 200
Sarasota, FL 34236
(941) 366-8855

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***122.50 ***78.75

Note: Additional copy of articles is needed only when certified copy is requested.

D. BROWN OCT 15 1998

ARTICLES OF INCORPORATION

OF

COMFORT LIVING FINANCIAL, INC.

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

ARTICLE I - NAME

The name of the corporation shall be:

COMFORT LIVING FINANCIAL, INC.

ARTICLE II - PRINCIPAL OFFICE

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

1817 Baywood Drive
Sarasota, Florida 34231

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Ten Thousand (10,000)

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Douglas M. Sieb, Esq.
240 North Washington Boulevard, Suite 200
Sarasota, Florida 34236

ARTICLE V - MANAGEMENT BY SHAREHOLDERS

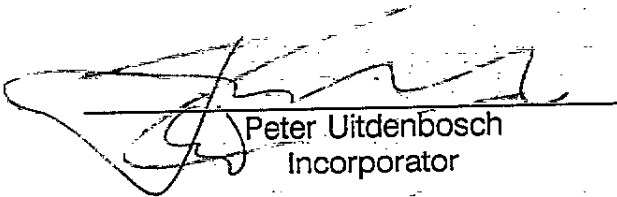
The business of the corporation shall be managed by the shareholders of the corporation rather than by a Board of Directors, and the shareholders shall perform all of the duties of a Board of Directors.

ARTICLE VI - INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

Peter Uitdenbosch
1817 Baywood Drive
Sarasota, Florida 34231

The undersigned has executed these Articles of Incorporation this 8 day of October, 1998.


Peter Uitdenbosch
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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Pursuant to the provisions of Section 607.0501, 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: **COMFORT LIVING FINANCIAL, INC.**

2. The name and address of the registered agent and office is:

Douglas M. Sieb

(NAME)

240 North Washington Boulevard, Suite 200

(P.O. BOX NOT ACCEPTABLE)

Sarasota, Florida 34236

(CITY/STATE/ZIP)

SIGNATURE _____

TITLE President

DATE: October 8, 1998

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 _____

DATE: October 8th, 1998