TRANSMITTAL LETTER P98000094494

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

600002681036-----11/05/38--01041--009 ******78.75 ******78.**9**0

SUBJECT:

(Proposed corporate name - must include suffix

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

□ \$70.00

□ \$78.75

Filing Fee

EFFECTIVE DATE

Filing Fee

& Certificate of Status

□\$78.75

\$87.50

Filing Fee

Filing Fee,

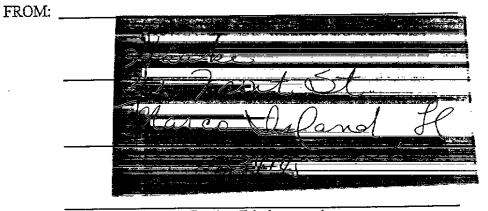
& Certified Copy

Certified Copy

& Certificate of

Status

ADDITIONAL COPY REQUIRED



Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

of a

ARTICLES OF INCORPORATON OF ROSEWOOD COTTAGE, INC.

ARTICLE I

The name of this corporation is:

ROSEWOOD COTTAGE, INC.

ARTICLE II

EFFECTIVE DATE The duration of the corporation shall be perpetual, and the date and time of commencement of corporate existence shall be November 1, 1998.

ARTICLE III

The general purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is seven thousand five hundred (7,500) having par value of \$1.00 per share.

Every shareholder, upon the sale of any new stock of this corporation, 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 and terms at which it is offered to others.

ARTICLE V

The street address of the initial registered office of this corporation is:

213 Harbour Place Goodland, Florida 34140

and the name of the initial registered agent of this corporation is:

Bonnie W. Hauke

ARTICLE VI

This corporation shall have two directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time pursuant to the By-Laws of the corporation. The name and address of the initial Board of Directors of this corporation is:

Bonnie W. Hauke

47 Front Street
Marco Island, Florida 34145

Carolyn S. Roth

2720 Mallard Lane Lewiston, MI 49756

ARTICLE VII

The name and address of each incorporator is:

Bonnie W. Hauke

47 Front Street Marco Island, Florida 34145

Carolyn S. Roth

2720 Mallard Lane Lewiston, MI 49756

The undersigned, being one of the original incorporators of Rosewood Cottage, Inc., do hereby certify that the foregoing constitutes the Articles of Incorporation of said Corporation.

IN WITNESS WHEREOF, I do hereby affix my hand and seal on this

day of

, 1998

onnie W. Hauke

State of Florida County of Collier

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgements in the State and County aforesaid, personally appeared Bonnie W. Hauke, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and seal in the County and State aforesaid this

day of NOVEMBER, 1998

My commission expires:

OFFICIAL NOTARY SEAL SANDY STIERS

NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO CC419610

MY COMMISSION EXP NOV 8,1998

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that Rosewood Cottage, Inc., desiring to organize under the State of Florida with its principal office as indicated in the articles of incorporation at 213 Harbour Place, Goodland, Florida 34140, has named Bonnie W. Hauke at 47 Front Street, Marco Island, Florida 34145as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.

Bonnie W. Hanke

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SECRETARY OF STATE