

PLEASE RETURN THE COMPLETED PAPER WORK TO THE FOLLOWING ADDRESS:

TIMBER CREEK OF TAMPA BAY, INC.
P.O. BOX 832
PALM HARBOR, FL 34682

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
TIMBER CREEK OF TAMPA BAY, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation shall be: TIMBER CREEK OF TAMPA BAY, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the filing date of these Articles with the Department of State.

ARTICLE III - PURPOSE/NATURE

This Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the State of Florida or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue a maximum of 1000 shares of \$1.00 par value common stock at any one time, to be referred to as "Class A Voting Stock", even though there is only one class of stock at this time.

ARTICLE V - PRE-EMPTIVE RIGHTS

The Corporation elects to have pre-emptive rights.

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation is in an unincorporated part of Pinellas County, Florida, at and with the mailing address being:

447 Third Avenue North #203
St. Petersburg, Florida 33701

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ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is:

447 Third Avenue North #203
St. Petersburg, Florida 33701

and the name of the initial Registered Agent of this Corporation at that address is:
PETER PRIVITERA.

ARTICLE VIII - EFFECTIVE DATE OF INCORPORATION

In accordance with F.S. 607.617, the date of the corporate existence of this corporation shall be the date of subscription and acknowledgment of these Articles of Incorporation provided these Articles of Incorporation are filed by the Department of State within five (5) days, exclusive of legal holidays, after such date. Otherwise, the date of corporate existence shall be upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE IX - INTERNAL REVENUE ELECTIONS

It is the intent of the Incorporator that the Corporation will qualify under Section "1244" of the Internal Revenue Code. The corporation may take the latter actions necessary to obtain and maintain a status as an "S Corporation". This shall become effective upon application to the Internal Revenue Service on Form SS-4 and the application for a Federal Identification Number, at such time as deemed appropriate by the shareholder(s).

ARTICLE X - INITIAL BOARD OF DIRECTORS

This Corporation shall initially have ONE (1) Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the By-Laws, however, there shall never be less than ONE (1) Director nor more than five (5). The name and address of the initial Board of Directors of the Corporation is:

PETER PRIVITERA
447 Third Avenue North #203
St. Petersburg, Florida 33701

ARTICLE XI - INCORPORATOR

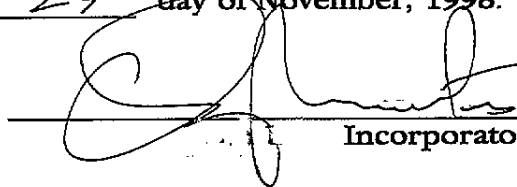
The name and address of the Incorporator signing these Articles is:

PETER PRIVITERA
447 Third Avenue North #203
St. Petersburg, Florida 33701

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

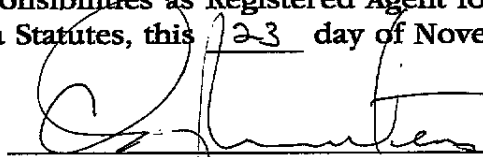
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 23 day of November, 1998.



Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION
TIMBER CREEK OF TAMPA BAY, INC.

PETER PRIVITERA, a Florida resident, having a business office identical with the registered office of the Corporation named above, and having been named as the Registered Agent to accept service of process for the above named Corporation, at the place designated in this foregoing Articles of Incorporation, and who is familiar with and accepts the duties and responsibilities as Registered Agent for said Corporation under Section 607.0505, Florida Statutes, this 23 day of November, 1998.



Peter Privitera
447 Third Avenue North #203
St. Petersburg, Florida 33701

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