Verna L. Connor 521 East Beach Drive Panama City, FL 32401

December 1, 1998

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

000002701330--5 -12/03/98--01036--002 *****70.00 *****70.00

SUBJECT: BLUE HAVEN RETIREMENT, INC.

Dear Sirs:

Please find enclosed the following:

- Original and one copy of documents for the referenced corporation;
 - Articles of Incorporation.
 - Certificate of Designation for the Registered Agent/Office.
- Check in the amount of \$70.00 covering the filing fees.

If you have any questions, please advise.

Sincerely,

Verna L. Connor

ARTICLES OF INCORPORATION OF BLUE HAVEN RETIREMENT, INC.



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

ARTICLE I NAME

The name of the corporation shall be:

BLUE HAVEN RETIREMENT, INC.

ARTICLE II PRINCIPAL OFFICE

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

521 East Beach Drive Panama City, FL 32401

ARTICLE III CAPITAL STOCK

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

1,000 shares

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Verna L. Connor 521 East Beach Drive Panama City, FL 32401

ARTICLE V INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is:

Verna L. Connor 521 East Beach Drive Panama City, FL 32401

The undersigned has executed these Articles of Incorporation.

Verna L. Connor, Incorporator

Date

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 agent/registered office, in the State of Florida.

1. The name of the corporation is:

BLUE HAVEN RETIREMENT, INC.

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

Verna L. Connor 521 East Beach Drive Panama City, FL 32401

HAVING BEEN NAMED REGISTERED AGENT 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 AGREED 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.

DATE: 12/1/98