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December 11, 1998

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

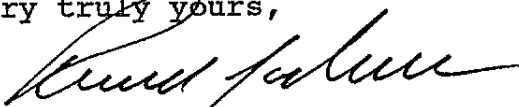
Re: Incorporation/Miss Elly's, Inc.

Dear Sir:

Enclosed please find duplicated Articles of Incorporation for Miss Elly's, Inc. Also enclosed is my check in the amount of \$70.00 in payment of the filing fee.

Should these Articles be accepted, kindly forward the letter of acknowledgment to the undersigned.

Very truly yours,



Randall J. Marshall

RJM/sd
enc.

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98 DEC 14 PM 2:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
MISS ELLY'S, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE:

The name of the Corporation is MISS ELLY'S, INC.

ARTICLE TWO:

The duration of the corporation is perpetual with commencement at the time of filing these Articles.

ARTICLE THREE:

The general purposes for which the corporation is organized are:

1. To engage in any or all of the aspects of individual personal care/small group homes.

2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

ARTICLE FOUR:

The aggregate number of shares which the corporation is authorized to issue is one hundred (100). Such shares shall be of

a single class and shall have a par value of One Dollar (\$1.00) per share. All shares shall be common stock.

ARTICLE FIVE:

The street address of the initial registered office of the corporation is 917 Shayler Ave., DeLand, FL 32724, and the name of its initial registered agent at such address is ANDREW KELLY. This address is also the address of the principal office and the mailing address for the corporation. ANDREW KELLY, by executing these ARTICLES states that he is familiar with and accepts the duties and responsibilities as registered agent for this corporation.

ARTICLE SIX:

The number of directors constituting the initial board of directors of the corporation is one (1). The name and address of the person who is to serve as a member of the initial board is:

<u>NAME</u>	<u>ADDRESS</u>
Andrew Kelly	P.O. Box 201 DeLand, FL 32721

ARTICLE SEVEN:

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Andrew Kelly	P.O. Box 201 DeLand, FL 32721

Executed by the undersigned at Orange City, Florida, on the 11th day of December, 1998.



ANDREW KELLY
Incorporator/Registered Agent

FILED
98 DEC 14 PM 2:45
TALLAHASSEE FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this
11th day of December, 1998, by ANDREW KELLY, (✓) who is
personally known to me or () who has produced _____
as identification.



Notary signature

Randall J. Marshall

Notary name printed
Commission No. _____
My commission expires:

