

ACCOUNT NO.: 072100000032

REFERENCE: 096162 81317A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 12, 1999

ORDER TIME : 11:45 AM

ORDER NO. : 096162-005

CUSTOMER NO: 81317A

400002738124--9 -01/12/99--01061--007

*****78.75 *****78.75

CUSTOMER: Vicki J. Junod, Esq VICKI J. JUNOD, ESQUIRE VICKI J. JUNOD, ESQUIRE 10758 S.e. Federal Highway

P. O. Box 2063

Hobe Sound, FL 33475-2063

SUNSHINE PROPERTIES OF MARTIN

COUNTY, INC.

2 PM I2: 55 CORPORATION

EFFECTIVE DATE:

ZARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

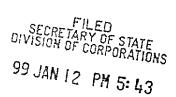
XX CERTIFIED COPY

____ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:



ARTICLES OF INCORPORATION

OF

SUNSHINE PROPERTIES OF MARTIN COUNTY, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.

The name of this corporation shall be SUNSHINE PROPERTIES OF MARTIN COUNTY, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized to transact any lawful business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock. The consideration to be paid for each share shall be payable in money, property, or services, at a just valuation to be fixed by the Board of Directors.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. RESTRICTION ON SALE OF STOCK

Shares held by shareholders may not be sold to other persons unless first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, those shares may be offered shall be further specified by written agreement among the shareholders, but the absence of such agreement shall not alter this restriction.

ARTICLE VII. PRINCIPAL OFFICE AND AGENT

The street address of the principal office of this corporation is 8456 SE Palm Street, Hobe Sound, Fl 33455, and the name of the initial registered agent of this corporation at that address is PEGGY P. MERRITT.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the Ey-Laws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

MARTIN L. JEIVEN

6 Jacobs Lame, Scotch Plains, NJ 07076

HELENE A. JEIVEN

5 Jacobs Lane, Scotch Plains, NJ 07076

ARTICLE IX. INCORPORATOR

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

MARTIN L. JEIVEN

5 Jacobs Lane, Scotch Plains, NJ 07076

IN WITNESS WHEREOF, the subscribing incorporator has hereunto set his/her hand and seal this 8th day of 1999.

WITNESSES:

WARRY T. TETVEN

SECRETARY OF STATE OLVISION OF CORPORATIONS
99 JAN 12 PM 5: 43

STATE OF FLORIDA COUNTY OF MARTIN

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared MARTIN L. JEIVEN, who is personally known to me and who did not take an oath, and who is known by me to be the subscribing incorporator who executed the foregoing Articles of Incorporation, and he/she acknowledged before me that he/she executed the same freely and voluntarily.

> Notary Public My Commission Expires:

> > JANET WRAIGHT

Notary Public of New Jersey Commission Expires 10/22/2002

ACCEPTANCE OF RESIDENT AGENT

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