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ICARD, MERRILL, CULLIS, TIMM, FUREN & GINSBURG, P.A.
ATTORNEYS AT LAW

THOMAS F. ICARD (1922-1985)
JAMES W. CULLIS (1927-1987)

JAMES E. AKER
CHARLES J. BARTLETT
PAUL D. BEITLICH**
BRUCE P. CHAPNICK††
CHARLES N. CLELAND, JR.
MARK C. DUNGAN
JULIE GINSBURG ELLER
MICHAEL L. FOREMAN
ANDREW K. FRITSCH
MICHAEL J. FUREN
ARTHUR D. GINSBURG°
STEVEN R. GREENBERG°°
F. THOMAS HOPKINS°°
THOMAS F. ICARD, JR.°°°
C. EUGENE JONES°
CHRISTOPHER G. JONES
JASON A. LESSINGER
DAVID M. LEVIN†††
ROBERT G. LYONS***
MARK W. MERRILL
WILLIAM W. MERRILL, III*, †
ROBERT E. MESSICK**

REAL ESTATE DEPARTMENT
2033 MAIN STREET, SUITE 101
SARASOTA, FLORIDA 34237-6091
(941) 366-5707
(941) 366-5263 FAX

TROY H. MYERS, JR.
J. GEOFFREY PFLUGNER
STEPHEN D. REES
JOHN J. WASKOM

WILLIAM W. MERRILL (RETIRED)
CURTIS J. TIMM (RETIRED)

° BOARD CERTIFIED MARITAL
AND FAMILY LAWYER

°° BOARD CERTIFIED
REAL ESTATE LAWYER

°°° BOARD CERTIFIED
CIVIL TRIAL LAWYER

ADDITIONAL JURISDICTIONS

* ADMITTED IN ILLINOIS
** ADMITTED IN U.S. VIRGIN ISLANDS
*** ADMITTED IN MICHIGAN
† ADMITTED IN WASHINGTON, D.C.
†† ADMITTED IN OHIO
††† LL.M. IN OCEAN AND COASTAL LAW

January 14, 1999

Corporate Records Bureau
Division of Corporations
Secretary of State
PO Box 6327
Tallahassee, Florida 32301

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-01/21/99--01120--005
****125.00 *****78.75

RE: Articles of Incorporation
LAUREL OAK LIFESTYLES REALTY, INC.

Gentlemen:

Enclosed herewith are two copies of the Articles of Incorporation for LAUREL OAK LIFESTYLES REALTY, INC., along with a check in the amount of \$125.00. Once these Articles have been filed, please return a certified copy to the undersigned.

Very truly yours,

ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.



Paul D. Beitlich

PDB/rl

enclosures

cc: Mr. and Mrs. Dwight Dooley

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FILED
99 JAN 21 AM 9:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

JAN 27 1999
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ARTICLES OF INCORPORATION

OF

LAUREL OAK LIFESTYLES REALTY, INC.

These Articles of Incorporation are made and subscribed for the purpose of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

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99 JAN 21 AM 9:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I.

NAME

The name of this corporation is:

LAUREL OAK LIFESTYLES REALTY, INC.

II.

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida, sales, listing, owning and renting, leasing, financing, development and management of real estate, along with , consulting, sales and marketing and the like.

III.

CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of common stock, par value one dollar (\$1.00) per share. Each of the said shares shall entitle the holder thereof to one (1) vote at any meeting of the shareholders.

IV.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 7751 Bee Ridge Road, Sarasota, Florida 34241, and the name of the initial registered agent of this corporation is

Dwight Dooley, whose address is 7751 Bee Ridge Road, Sarasota, Florida 34241.

V.

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by, or in the manner provided in, the bylaws but shall never be less than one (1). The name and address of the initial directors and officers of this corporation are:

Linda S. Dooley, President, Director, Treasurer
7751 Bee Ridge Road
Sarasota, Fl 34241

Jean Calleja, Vice President, Director
3926 Shady Glen Lane
Sarasota, Fl 34241

Paul D. Beitlich, Secretary
2033 Main Street, #101
Sarasota, Fl 34237

VI.

INCORPORATOR

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

Linda S. Dooley
7751 Bee Ridge Road
Sarasota, Fl 34241

VII.

PRINCIPAL OFFICE

For purposes other than contacting the registered agent, the mailing address of the principal office of the Corporation is:

7751 Bee Ridge Road
Sarasota, Fl 34241

VIII.

BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders and except to the extent limited by the shareholders, in the board of directors.

IX.

DURATION

The existence of this corporation shall commence on the date of filing of these Articles by the Secretary of State, and shall be perpetual.

X.

AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provisions contained in this Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

XI.

PREEMPTIVE RIGHTS

Every shareholder, upon the issuance for cash, property or services of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which

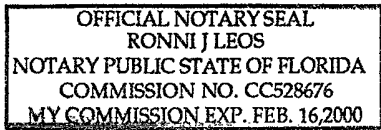
it is offered to others.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15th day of January, 1999.

Linda S. Dooley (SEAL)
LINDA S. DOOLEY

STATE OF FLORIDA)
)
COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 11th day of January, 1999, by Linda S. Dooley, who is personally known to me or who has produced _____ as identification.



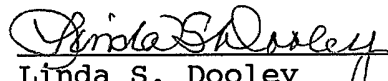
Ronni J. Leos
Notary Public
Printed Name: _____
Title or Rank: _____
Serial No. if any: _____

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

[REDACTED]

Pursuant to Section 607.034, Florida Statutes, LAUREL OAK LIFESTYLES REALTY, INC., desiring to organize under the laws of the State of Florida, has named Linda S. Dooley located at 7751 Bee ridge Road, Sarasota, Fl 34241, as its agent to accept service of process within this state.

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


Linda S. Dooley
(Registered Agent)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA