

**Berger
Davis &
Singerman**
Professional Association

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P99000017954

February 23, 1999

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

600002786366--5
-02/25/99--01002--012
*****70.00 *****70.00

**Re: Articles of Incorporation
Manors Group, Inc.**

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above corporation. A check in the amount of \$70 is enclosed to cover the filing fees. Please return the "filed" copies to the undersigned. If you have any questions, please do not hesitate to call.

RECEIVED
99 FEB 24 PM 3:43
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Very truly yours,

BERGER DAVIS & SINGERMAN

Judy Abrahamson

Judy Abrahamson
Corporate Paralegal

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 FEB 24 AM 8:33

FILED

Enclosures

T. SMITH FEB 25 1999

ARTICLES OF INCORPORATION
of
MANORS GROUP, INC.
A Florida corporation

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is Manors Group, Inc.

ARTICLE II

ADDRESS

The mailing address of the Corporation is:

2270 Wilton Manors Drive
Wilton Manors, Florida 33305

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

FILED
99 FEB 24 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue One Hundred (1,000) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is c/o Berger Davis & Singerman, 100 N.E. Third Avenue, Suite 400, Fort Lauderdale, Florida 33301, and the name of the initial Registered Agent of the Corporation at that address is Laz Schneider.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of shareholders and the successors shall have been duly elected and qualified, or until earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
RON ENGLISH	2270 Wilton Manors Drive Wilton Manors, FL 33305

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles are as follows:

Name
LAZ SCHNEIDER

Address
c/o Berger Davis & Singerman
100 N.E. Third Avenue, Suite 400
Fort Lauderdale, FL 33301

ARTICLE IX

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 22 day of February, 1999.



LAZ SCHNEIDER
Incorporator

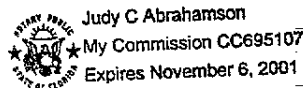
STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

Sworn to and subscribed before me this ___ day of February, 1999, by LAZ SCHNEIDER

- Personally known to me; or
- Produced Identification; Type of Identification produced _____

NOTARY PUBLIC:

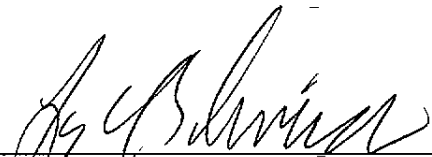
Sign: Judy Abrahamson
Print Name: Judy Abrahamson
Commission No.: CC695107
My Commission Expires: November 6, 2001



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of Manors Group, Inc., as made in the foregoing Articles of Incorporation, and agree to act in such 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 the initial Registered Agent of Manors Group, Inc.

Date: February 22, 1999


LAZ SCHNEIDER
Initial Registered Agent

FILED
99 FEB 24 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA