

LAW OFFICES OF
ANDERSON E. HATFIELD

ANDERSON E. HATFIELD

4114 N. W. 13TH STREET
GAINESVILLE, FLORIDA 32609

TELEPHONE
(904) 377-5704

P99000018742

February 26, 1999

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32301

HAND DELIVERY

100002788921--0
-02/26/99--01080--022
*****78.75 *****78.75

Re: Balmoral of North Florida, Inc.

Ladies & Gentlemen:

Enclosed please find for filing an original and one copy of the Articles of Incorporation of Balmoral of North Florida, Inc. After filing, please furnish a Certificate of Incorporation under Seal. You will also find enclosed a Designation of Registered Agent together with our check in the amount of \$78.75 to cover your fees as follows:

| | |
|--|----------------|
| Filing Articles of Incorporation | \$35.00 |
| Certificate of Status Under Seal | 8.75 |
| Filing Designation of Registered Agent | <u>35.00</u> |
| TOTAL | <u>\$78.75</u> |

Thank you in advance for your cooperation and assistance.

Sincerely,

Anderson E. Hatfield

AEH/mh

Enclosures

FILED
99 FEB 26 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH FEB 26 1999

ARTICLES OF INCORPORATION
OF
BALMORAL OF NORTH FLORIDA, INC.

WE, THE UNDERSIGNED, by these presents, make a full expression of our intent to organize a corporation for profit under the laws of the State of Florida, of the United States of America, by and under the provisions and statutes of that State, providing for the formation, liability, rights, privileges, benefits and obligations conferred and imposed by said law on corporations organized pursuant to the provisions thereof, and hereby make, subscribe and acknowledge and file these Articles of Incorporation as follows:

ARTICLE I

NAME OF CORPORATION

1.01 NAME -- The name of this Corporation shall be BALMORAL OF NORTH FLORIDA, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

2.01 POWERS -- This Corporation may engage in any activity or business permitted under the laws of the United States and of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III

STOCK

3.01 NUMBER -- The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is:

(1) Shares of Common Stock having a nominal or par value shall be One Thousand (1,000) and of a single class.

(2) The per share nominal or par value of said Common Stock shall be One and No/100 (\$1.00) Dollar.

ARTICLE IV

CAPITAL

4.01 AMOUNT -- The amount of capital with which this Corporation shall begin business is not less than Five Hundred and No/100 (\$500.00) Dollars.

ARTICLE V

CORPORATE EXISTENCE

5.01 COMMENCEMENT -- This Corporation shall commence its existence effective February 19, 1999.

5.02 DURATION -- This Corporation shall exist perpetually unless dissolved according to law.

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ARTICLE VI

ADDRESS OF CORPORATION

6.01 PRINCIPAL OFFICE -- The street address of the principal office of the Corporation shall be 4551 N. W. 39 Avenue, Gainesville, Florida 32606.

6.02 REGISTERED AGENT -- The Registered Agent's name and address for the Corporation are ANDERSON E. HATFIELD, 4114 N. W. 13 Street, Gainesville, Florida 32609-1807.

6.03 RELOCATION -- The Board of Directors may from time-to-time move the principal office to any other address in Florida as permitted by law.

ARTICLE VII

NUMBER OF DIRECTORS

7.01 NUMBER -- The initial number of Directors of this Corporation shall be one (1).

The number of Directors may be increased or diminished from time-to-time, by By-Laws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE VIII

NAMES AND ADDRESSES OF BOARD OF DIRECTORS

8.01 DESIGNATION -- The names and street addresses of the first Board of Directors of this Corporation are as follows:

BALMORAL OF NORTH FLORIDA, INC.
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| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------|---|
| GLADYS ANN BIRT | 4551 N. W. 39 Avenue Gainesville, FL 32606 |

ARTICLE IX

NAMES AND ADDRESSES OF SUBSCRIBERS

9.01 DESIGNATION -- The names and street addresses of each subscriber of the Articles of Incorporation are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------|---|
| GLADYS ANN BIRT | 4551 N. W. 39 Avenue Gainesville, FL 32606 |
| FRANKLIN BIRT | 1810 N. E. 17 Way Gainesville, FL 32609 |

9.02 CAPITAL -- The proceeds of the stock subscribed for is at least as much as the amount of capital necessary to begin business.

ARTICLE X

SPECIAL PROVISIONS

10.01 POWERS OF BOARD OF DIRECTORS -- In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- (1) To make, amend and alter the By-Laws of this Corporation;

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ARTICLES OF INCORPORATION
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(2) To fix the amount to be reserved as working capital over and above its capital stock paid in;

(3) From time-to-time to determine whether and to what extent and at what times and places and under what conditions and regulations the accounts of the Corporation other than the Stock Book, or any of them, shall be open to inspection of the Stockholders; and no Stockholder shall have any right of inspection of any account book or document of this Corporation except as conferred by statute unless authorized by resolution of the Stockholders or Directors.

10.02 DISPOSITION OF ASSETS -- Pursuant to the affirmative vote of Stockholders of record, holding stock in the Corporation entitling them to exercise at least a majority of the voting power given at a Stockholders' meeting duly called for that purpose, or when authorized by the written consent of Stockholders of record, holding stock in the Corporation entitling them to exercise at least a majority of the voting powers, the Board of Directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of this Corporation, including its corporate franchises, or any property or assets essential to the business of the Corporation, upon such terms and conditions as its Board of Directors deems expedient for the best interests of the Corporation.

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ARTICLES OF INCORPORATION
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10.03 POWERS -- This Corporation may in its By-Laws confer powers upon its Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon it by statutes.

10.04 PREEMPTIVE RIGHTS -- Holders of stock of the Corporation shall have all preemptive rights, as recognized in law, to subscribe for and purchase from the Corporation any stock of the Corporation now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or other securities, which the Corporation may at any time issue, if the same shall be convertible into stock of the Corporation or shall entitle the owner or holder to purchase Stock of the Corporation.

10.05 SELF-DEALING -- No contract or other transaction between the Corporation and any other Corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or a Director or Officer, or are Directors or Officers of such other Corporation, and any Director or Directors, individually or jointly, may be a party or parties to and may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested, and no contract, act or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the Corporation is a party or are

BALMORAL OF NORTH FLORIDA, INC.
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parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firms or Corporation, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from this contracting with the Corporation for the benefit of himself or any firm, association or Corporation in which he may be in anywise interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled Corporation.

10.06 MEETINGS -- Both Stockholders and Directors shall have powers, if the By-Laws so provide, to hold their meetings within or without the State of Florida, and to keep the books of this Corporation (subject to the provisions of the applicable statutes) outside of the State of Florida at such places as may from time-to-time be designated by the Board of Directors of the Corporation.

10.07 AMENDMENT -- These Articles of Incorporation may be amended in any manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their

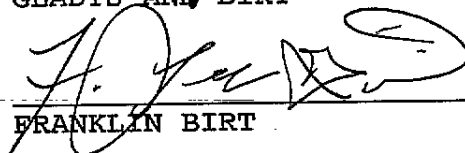
BALMORAL OF NORTH FLORIDA, INC.
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intention that a certain amendment of these Articles of Incorporation be made.

WE, THE UNDERSIGNED, being the original subscribers to the Capital Stock hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 26 day of February, 1999.


GLADYS ANN BIRT (SEAL)

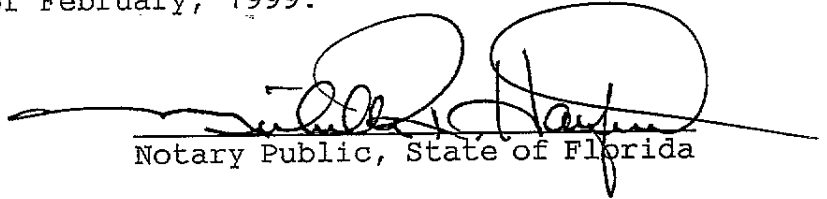

FRANKLIN BIRT (SEAL)

STATE OF FLORIDA
COUNTY OF ALACHUA

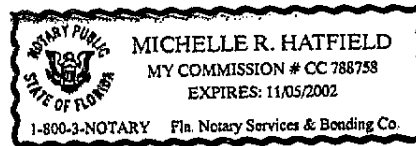
BEFORE ME personally appeared the following Subscribers, GLADYS ANN BIRT and FRANKLIN BIRT, personally known to me to be the individuals described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same for the purpose therein expressed.

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WITNESS my hand and official seal in the County and State
above-named this 26 day of February, 1999.


Notary Public, State of Florida

My commission expires:



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

Pursuant to Chapter 607.0501, Florida Statutes, the following
is submitted, in compliance with said Act:

First -- BALMORAL OF NORTH FLORIDA, INC., desiring to organize
under the laws of the State of Florida, with its registered office,
as indicated in the Articles of Incorporation at 4551 N. W. 39
Avenue, Gainesville, State of Florida, has named **ANDERSON E.
HATFIELD**, 4114 N. W. 13 Street, Gainesville, County of Alachua,
State of Florida, as its Agent to accept service of process within
this State.

ACKNOWLEDGMENT

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



ANDERSON E. HATFIELD
Resident Agent

FILED
99 FEB 26 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA