

999000027971



ACCOUNT NO. : 072100000032

REFERENCE : 181213 82015A

AUTHORIZATION : *Patricia Pizante*

COST LIMIT : \$ 70.00

ORDER DATE : March 24, 1999

ORDER TIME : 1:36 PM

ORDER NO. : 181213-005

CUSTOMER NO: 82015A

CUSTOMER: Ms. Colleen C. Kelly
THE HERITAGE COMPANIES
THE HERITAGE COMPANIES
450 Challenger Road

600002817386--6

Cape Canaveral, FL 32920-4226

DOMESTIC FILING

NAME: ~~ROLLING HILLS, INC.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

2544
W99-7219

FILED STATE
SECRETARY OF CORPORATIONS
99 MAR 24 PM 12:30
REC-711
99 MAR 24 PM 3:01
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAR 24 PM 12:31

March 25, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: ROLLING HILLS, INC.
Ref. Number: W99000007219

RESUBMIT
Please give original
return date as file date.

We have received your document for ROLLING HILLS, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 299A00015063

99 MAR 26 AM 9:50
DIVISION OF CORPORATIONS

(((97000005322 7)))

**ARTICLES OF INCORPORATION
OF
ROLLING HILLS AT RICHBURG, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAR 24 PM 12:31

ARTICLE I - NAME

The name of the corporation is: ROLLING HILLS AT RICHBURG, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing at the time of filing these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 750 shares of One Dollar (\$1.00) par value stock, which shares shall be designated "Common Shares."

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - PREEMPTIVE RIGHTS

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

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 450 Challenger Road, Cape Canaveral, FL, 32920, and the name of the initial registered agent of this corporation at that address is: Beth Maynes.

THIS INSTRUMENT PREPARED BY:
COLLEEN C. KELLY
450 CHALLENGER ROAD
CAPE CANAVERAL, FL 32920

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ARTICLE VIII - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is: 450 Challenger Road, Cape Canaveral, FL 32920 and is the same address as the initial registered agent of the corporation as is contained in Article VII of these Articles of Incorporation.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial Director(s) of this corporation, are as follows:

MICHAEL MCPHILLIPS
450 Challenger Road
Cape Canaveral, FL 32920

JACQUELINE MCPHILLIPS
450 Challenger Road
Cape Canaveral, FL 32920

ARTICLE X - INCORPORATORS

The name and address of the person executing these Articles of Incorporation is:

Michael McPhillips
450 Challenger Road
Cape Canaveral, FL 32920

ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII - CALLING OF SPECIAL MEETINGS

Special Meetings of Shareholders may be called by the Board of Directors of this Corporation.

ARTICLE XIII - SHAREHOLDERS QUORUM AND VOTING

Fifty-One percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, the affirmation vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIV - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XV - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XVI - RESTRICTIONS OF TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person(s) in the amount set forth opposite the name:

Michael McPhillips	400 Shares
Jacqueline McPhillips	350 Shares

Shares held by the initial stockholder(s) listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholder(s) of this corporation or the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18th day of March, 1999.

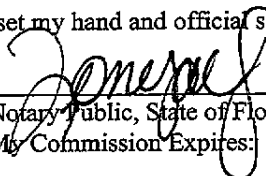

Michael McPhillips

STATE OF FLORIDA COUNTY OF BREVARD

BEFORE ME, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared: Michael McPhillips, who, after being duly sworn on oath and who is personally known, acknowledged before me that they are the person(s) named in and who executed the foregoing Articles of Incorporation as the Incorporators for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid this 18th day of March, 1999.

Donya L. Overby
Commission # CC 759819
Expires July 16, 2002
BONDED THRU
ASTIC BONDING CO., INC.


Notary Public, State of Florida
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

BETH MAYNES, hereby certifies that he is familiar with and accepts the duties and responsibilities as Registered Agent for said corporation. By executing this document he reaffirms that he agrees to serve as Registered Agent.


BETH MAYNES