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Thomas C. Santoro
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March 17, 1999

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*****70.00 *****70.00

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Golden Adult Group Environments, Inc.

Dear Sir/Madame:

Please find the enclosed for filing the following:

1. Articles of Incorporation
2. Assignment By the Sole Incorporator
3. Certificate of Designation of Registered Agent

I have also enclosed my check in the amount of \$70.00 to cover your filing fee for same. Please file stamp the additional copy that I have enclosed and return same in the enclosed self-addressed stamped envelope.

Should you have any questions or need anything additional, please give me a call.

Very truly yours,

THOMAS C. SANTORO

TCS/mcb
enc.

FILED STATE
SECRETARY OF CORPORATIONS
99 MAR 23 AM 10:41

D. BROWN MAR 29 1999

ARTICLES OF INCORPORATION

OF

GOLDEN ADULT GROUP ENVIRONMENTS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 23 AM 10:41

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: GOLDEN ADULT GROUP ENVIRONMENTS, INC.

The address of the principal office of this corporation shall be 3627 Jim's Court, Green Cove Springs, Florida 32043, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1700 Wells Road, Suite 5, Orange Park, Florida 32073, and the name of the initial registered agent of the corporation at that address is Thomas C. Santoro, Attorney at Law.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to

any limitation set forth in these Articles of Incorporation. This corporation shall have four Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Chief Executive Officer: James Vance Bartlett, Ph.D.
3627 Jim's Court
Green Cove Springs, FL 32043

Executive Vice President: Jerry Cleveland Vaughn
216 Wesley Road
Green Cove Springs, FL 32043

Executive Vice President: Thomas Allen McCarty, M.S.M.
2127 Foxwood Drive
Orange Park, FL 32073

Secretary/Treasurer: Margaret Elizabeth Vaughn
216 Wesley Road
Green Cove Springs, FL 32043

ARTICLE VII. SPECIAL PROVISION

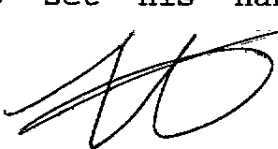
This corporation shall be organized as a Subchapter C corporation and shall take all actions necessary to obtain and maintain its status as an C corporation as defined therein.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

THOMAS C. SANTORO, ATTORNEY AT LAW
1700 Wells Road, Suite 5
Orange Park, Florida 32073

IN WITNESS WHEREOF, the undersigned THOMAS C. SANTORO, ATTORNEY AT LAW, has hereunto set his hand and seal on March 22, 1999.



THOMAS C. SANTORO, ESQUIRE
Florida Bar No. 0784915
1700 Wells Road, Suite 5
Orange Park, Florida 32073
(904)278-8713

ASSIGNMENT BY THE SOLE INCORPORATOR
OF THE ARTICLES OF INCORPORATION OF
GOLDEN ADULT GROUP ENVIRONMENTS, INC.

THOMAS C. SANTORO, ATTORNEY AT LAW, as sole incorporator, for value received, hereby assigns any and all rights it may have as such incorporator to the following:

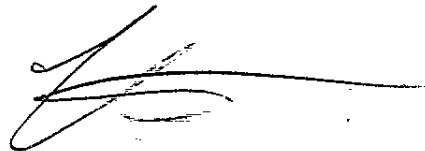
James Vance Bartlett, Ph.D.

Jerry Cleveland Vaughn

Thomas Allen McCarty, M.S.M.

Margaret Elizabeth Vaughn

Dated: March 17, 1999



THOMAS C. SANTORO, ESQUIRE
Florida Bar No. 0784915
1700 Wells Road, Suite 5
Orange Park, Florida 32073
(904)278-8713

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 23 AM 10:41

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: GOLDEN ADULT GROUP ENVIRONMENTS, INC.

2. The name and address of the registered agent and office is:

THOMAS C. SANTORO, ATTORNEY AT LAW
1700 WELLS ROAD, SUITE 5
ORANGE PARK, FLORIDA 32073
(904) 278-8713

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this 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 registered agent.

Dated this 17th day of March, 1999.



THOMAS C. SANTORO, ESQUIRE