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COVER LETTER

FOR

ARTICLES OF INCORPORATION for PARKWOOD MANOR, INC.

JAMES R. WOLDSETH, C.P.A.
11590 SEMINOLE BLVD., A-6
LARGO, FLORIDA 33778

JUNE 17, 1999

HONORABLE KATHERINE HARRIS
SECRETARY OF STATE
STATE OF FLORIDA

800002910088--2
-06/21/99--01053--003
*****70.00 *****70.00

DEAR MS. HARRIS:

ENCLOSED YOU WILL FIND THE ARTICLES OF INCORPORATION FOR
PARKWOOD MANOR, INC. IN ADDITION, YOU WILL FIND
A CHECK FOR \$70.00 (SEVENTY DOLLARS) TO COVER FILING FEES.

THE RETURN ADDRESS FOR ACKNOWLEDGEMENT OF ACCEPTANCE OF
THESE ARTICLES IS AT THE OFFICE OF THE INCORPORATOR:

JAMES R. WOLDSETH, C.P.A.
11590 SEMINOLE BLVD., A-6
LARGO, FLORIDA 33778
(727) 397-4135

IF THERE ARE ANY QUESTIONS, ADDITIONAL INFORMATION, OR
REQUIREMENTS NEEDED FOR FILING, PLEASE CONTACT JAMES R.
WOLDSETH.

RESPECTFULLY,



JAMES R. WOLDSETH

FILED
1999 JUN 21 AM 8:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
1999 JUN 21 AM 8:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PARKWOOD MANOR, INC.

I, the undersigned, acting as the Incorporator of a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of this corporation is Parkwood Manor, Inc. The principal location of the corporation is 8496 Parkwood Blvd., Largo, Florida 33777.

ARTICLE II. DURATION

The duration of the corporation shall be perpetual, and its corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

The purposes for which this corporation is formed are to engage in any lawful act or activity of business for which corporations may be incorporated pursuant to law.

ARTICLE IV. SHARES

The aggregate number of shares which the corporation shall have authority to issue is 100 nonassessable, have a par value of \$1.00 (one-dollar) per share.

Without derogation to any other power to purchase shares of the corporation as permitted by law, the corporation, by action of the Board of Directors may purchase or redeem outstanding shares as permitted by its bylaws or agreement entered into by its shareholders.

ARTICLE V. REGISTERED OFFICE

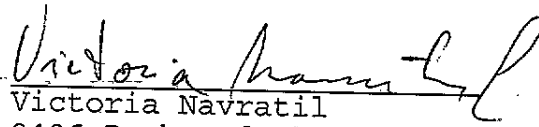
The Registered Office of the corporation shall be: 8496 Parkwood Blvd., Largo, FL 33777.

ARTICLE VI. APPOINTMENT OF REGISTERED AGENT

APPOINTMENT: Victoria Navratil, 8496 Parkwood Blvd. Largo, FL 33777, is hereby appointed as the Registered Agent at the Registered Office of the corporation.

ACCEPTANCE: I hereby accept my appointment as the Registered Agent of Parkwood Manor, Inc. on whom process and other notice may be served. I am familiar with and accept the obligations provided for in Florida Stat. Ann. Sec. 607.325.

Date: 6/17/99


Victoria Navratil
8496 Parkwood Blvd.
Largo, FL 33777

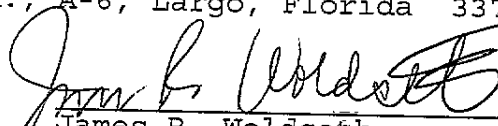
ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of Directors composing the Initial Board of Directors is (1). The names and addresses of the members of the Initial Board of Directors are:

Victoria Navratil - President, V.P., Sec., & Treas.
8496 Parkwood Blvd.
Largo, Florida 33777

ARTICLE VIII. INCORPORATOR

The name and address of the Incorporator is James R. Woldseth, 11590 Seminole Blvd., A-6, Largo, Florida 33778.


James R. Woldseth
Incorporator

FILED


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT

COUNTY OF PINELLAS }
STATE OF FLORIDA }

Before me, a Notary Public in and for the County and State aforesaid, personally appeared James R. Woldseth, Incorporator of Parkwood Manor, Inc. who acknowledged that he signed the foregoing Articles of Incorporation his free act and deed on this 17 day of June, 1999.


NOTARY PUBLIC



Angela Perkins
MY COMMISSION # CC588499 EXPIRES
November 29, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

My commission expires: