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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : MOSLEY, WALLIS & WHITEHEAD, P.A.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

River Bend of Cocoa Beach, Inc.

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ARTICLES OF INCORPORATION
OF
RIVER BEND OF COCOA BEACH, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is River Bend of Cocoa Beach, Inc.

ARTICLE II

The existence of the corporation shall begin on the date of filing of these Articles of Incorporation.

ARTICLE III

The street address of the principal office of the Corporation is 750 N. Atlantic Avenue, Cocoa Beach Florida 32935.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 100 with a par value of \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 1221 E. New Haven Avenue, Melbourne, FL 32901. The initial registered agent for the Corporation at that address is Curtis R. Mosley.

Mosley, Walls & Whitehead, P.A.
Curtis R. Mosley, Esq.
P.O. Box 1210
Melbourne, FL 32902-1210
(407)984-3842
Facsimile Audit #: H99000033593 7
Florida Bar #: 143318

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ARTICLE VI

The initial board of directors shall consist of three (3) members. The names and address of the persons who will serve on the initial board of directors and the initial officers are:

Danny P. Ringdahl, President
750 N. Atlantic Avenue, Suite 1209
Cocoa Beach, FL 32935

Arnold S. Lieberman, Vice President
750 N. Atlantic Avenue, Suite 1209
Cocoa Beach, FL 32935

Janet Ringdahl, Secretary
750 N. Atlantic Avenue, Suite 1209
Cocoa Beach, FL 32935

ARTICLE VII


The names and street addresses of the persons signing these articles of incorporation are:

CURTIS R. MOSLEY
1221 East New Haven Avenue
Melbourne, Florida 32901

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30 day of December, 1999.


CURTIS R. MOSLEY, ESQ.

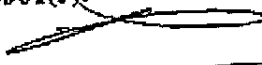
Mosley, Wallis & Whitehead, P.A.
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(407)984-3842
Facsimile Audit #: H990000137085
Florida Bar #: 143318

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for River Bend of Cocoa Beach, Inc. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Curtis R. Mosley

Date: December 30, 1999

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