



**MARION-CITRUS
MENTAL HEALTH CENTERS, INC.**
A JCAMO ACCREDITED FLORIDA CORPORATION NOT FOR PROFIT

N95000002135

PO BOX 1330
OCALA FLORIDA 34478-1330
(904) 620-7340
Fax (904) 732-1411
TDD (904) 732-1313

PO BOX 133
OCALA FLORIDA 34413
(904) 620-5020
Fax (904) 620-5450
TDD (904) 621-1200

April 27, 1995

Secretary of State
Tallahassee, Florida 32399

7:11 PM
MAY 28 1995
5:58 PM '95
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Newly formed Foundation

Enclosed you will find the original Articles of Incorporation and Bylaws of the newly formed Marion-Citrus Mental Health Foundation, Inc. Also, enclosed is a filing check for \$122.50.

If you have any questions, please contact me at the address or phone number below.

Thank you.

Vivian Mandrell

Vivian Mandrell
Administrative Assistant
Marion-Citrus Mental Health Foundation, Inc.
P.O. Box 1330
Ocala, Florida 34478-1330
904-620-7340

30000148863
-05/01/95--01026--004
****122.50 ****122.50

5/4/95
[Signature]

ARTICLES OF INCORPORATION
OF
MARION-CITRUS MENTAL HEALTH FOUNDATION, INC.

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

Article 1. Name. The name of the corporation is as follows:
MARION-CITRUS MENTAL HEALTH FOUNDATION, INC.

Article 2. Address. The address of the principal office and the mailing address of the Corporation is: P.O. Box 1330, Ocala, Florida 34478.

Article 3. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 717 S.W. Martin Luther King Jr. Avenue, Ocala, Florida 34474, and the name of its initial Registered Agent at that address is Russell Rasco.

Article 4. No Members. The Corporation shall not have Members and shall not issue membership certifications. The Corporation shall not issue shares of stock.

Article 5. Not For Profit. The Corporation is a not for profit corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Directors or Officers, except to the extent permissible under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (hereinafter "Code"). If the Corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under Section 501(c)(3) of the Code.

Article 6. Duration. The duration (term) of the Corporation is perpetual.

Article 7. Purposes. The Corporation is formed exclusively for charitable, educational and scientific purposes, as defined and limited by Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law) as a Section 590(a)(3) supporting organization to support and benefit the Marion-Citrus Mental Health Centers, Inc., a Florida Not For Profit Corporation.

Article 8. Powers. Solely for the foregoing Purposes, the Corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including, but not limited to, those set forth in Florida Statutes, Chapter 617, and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease mortgage, convey, option, donate or otherwise dispose of such property and the income, principal, and proceeds of such property.

B. To engage in and transact any other lawful activity, solely in furtherance of the foregoing Purposes, for which nonprofit corporations may be incorporated under the Florida Not For Profit Corporation Act, and any successor Act.

C. To do such other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the Purposes of the Corporation.

Article 9. Limitation. No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of, or be distributable to, its members (if the corporation ever has any), Directors or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Purposes set forth in Article 7 (Purposes) hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on

- (i) by a corporation exempt from Federal income tax under Section 501(a) of the code as an organization described in Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law) or
- (ii) by a corporation, contributions to which are deductible under Section 170(a) of the Code as an organization

described in section 170(c)(2) of the code (or the corresponding provision of any future United States Internal Revenue Law).

Article 10. Tax Exempt Status. It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation by reason of qualifying as an organization described in Section 509(a)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under Section 501(c)(3) of the code. All references in these Articles to sections of the Internal Revenue Code or Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

Article 11. Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation or to such qualified organization or organizations said court shall determine. For purposes of this Article, an organization is a "qualified organization" only if, at the time of receiving such assets, it is operated exclusively for the purposes described in Section 170(c)(1) or 170(c)(2)(B) of the Code and is described in Section 509(a)(1), (2) or (3) of said Code.

Article 12. Board of Directors. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. There shall be a Board of Directors consisting of not less than nine (9) nor more than twenty-one (21) individuals. The Board of Directors shall always include the President, Vice President, Treasurer, and the Secretary of Marion-Citrus Mental Health Centers, Inc., including four (4) of the initial members of the Board of Directors. The initial fifth, sixth, seventh, eighth, and ninth members of the initial Board of Directors shall be elected by the Incorporators. Thereafter, except as provided above, each Director shall be elected by majority vote of the Board of Directors in the manner and at the

times set for in the Bylaws. The fifth through the twenty-first members of the Board of Directors shall be elected to created staggered terms and the majority of the Board of Directors shall at all times be officers and/or directors of Marion-Citrus Mental Health Centers, Inc.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

Article 13. Officers. The Officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, an Executive Director, and such other Officers and Assistant Officers as may be provided for in the Bylaws or by resolution of the Board of Directors. Each Officer shall be elected by majority vote of the Board of Directors (and may be removed by majority vote of the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws or by the law.

The initial Officers of the Corporation shall be as follows:

Mandy Montgomery, President
2920 West Silver Springs Boulevard
Ocala, Florida 34475

Charlene Schlemmer, Vice President
520 S.E. Ft. King; Suite A-1
Ocala, Florida 34471

Berrisford Walker, Treasurer
7514 East Broyhill Place
Inverness, Florida 34450

Arthur Rubin, Secretary
1620 South Ladera Terrace
Inverness, Florida 34452

Article 14. Incorporators. The names and street address of each Incorporator is as follows:

Mandy Montgomery
2920 West Silver Springs Boulevard
Ocala, Florida 34475

Charlone Schlemmer
520 S.E. Ft. King; Suite A-1
Ocala, Florida 34471

Dorrisford Walker
7514 East Broyhill Place
Inverness, Florida 34450

Arthur Rubin
1620 South Ladera Terrace
Inverness, Florida 34452

Faye Johnson
4531 S.E. 47 Place
Ocala, Florida 34471


Article 15. Bylaws. The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

Article 16. Amendment. These Articles may be amended by a sixty-six percent (66%) approval of the entire Board only upon thirty (30) days written notice of the exact change/modification to include a summary of the purpose of the change/modification.

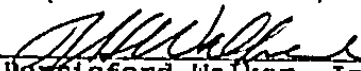
Article 17. Indemnification and Civil Liability Immunity. The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by law, including but not limited to Florida Statutes, Chapter 617. It is intended that the Corporation be an organization the Officers and Directors of which are immune from civil liability to the extent provided under Florida Statutes, Chapter 617, and other similar laws.

Article 18. Commencement of Corporate Existence. The date when corporate existence shall commence is upon filing of these Articles of Incorporation with the Secretary of the State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporators have signed these Articles of Incorporation on March 27, 1995.


Mandy Montgomery, Incorporator


Charlene Schlemmer, Incorporator


Harrisford Walker, Incorporator


Arthur Rubin, Incorporator


Faye Johnson, Incorporator

/vm

CERTIFICATE OF DESIGNATION AND
ACCEPTANCE BY REGISTERED AGENT

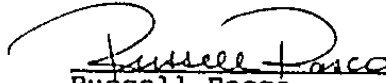
Pursuant to the provisions of Florida Statutes Chapter 617, the undersigned corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the Corporation in the State of Florida:

1. The name of the corporation is: MARION-CITRUS MENTAL HEALTH FOUNDATION, INC.

2. The name and address of the registered agent and registered office are: Russell Rasco, 717 SW Martin Luther King, Jr. Avenue, Ocala, Florida 34474.

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to set 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: March 27, 1995



Russell Rasco
Registered Agent
Marion-Citrus Mental Health Foundation, Inc.



**MARION-CITRUS
MENTAL HEALTH CENTERS, INC.**

A JCAHO ACCREDITED FLORIDA CORPORATION NOT FOR PROFIT

P.O. Box 1330
Ocala, Florida 34478-1330
(352) 620-7300
Fax (352) 732-1413
TDD (352) 732-1333

P.O. Box 131
Leclaire, Florida 34401
(352) 628-5020
Fax (352) 628-5459
TDD (352) 621-1200

February 9, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
96 FEB 26 AM 9:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Attached please find Amended and Restated Articles of Incorporation of Marion-Citrus Mental Health Foundation approved by the Board of Directors at its last meeting. Also attached is a check for \$35 for the filing of these amendments.

-Vivian M Mandrell

Vivian M. Mandrell
Administrative Assistant

/vm
Attachments
f-amend

200001713442
-02/13/96--01087--005
*****35.00 *****35.00

Amended & Restated Art.

FEB 27 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 19, 1996

VIVIAN M. MANDRELL
MARION-CITRUS MENTAL HEALTH CENTERS, INC
P.O. BOX 1330
OCALA, FL 34478-1330

RECEIVED
2/20/96
MCMHC
ADMINISTRATION

SUBJECT: MARION-CITRUS MENTAL HEALTH FOUNDATION, INC.
Ref. Number: N95000002135

We have received your document for MARION-CITRUS MENTAL HEALTH FOUNDATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return 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 (904) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 596A00007090

#2 attached per your request.

v mandrell
2/21/96

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

MARION-CITRUS MENTAL HEALTH FOUNDATION INC.

FILED
96 FEB 26 AM 9:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA

COUNTY OF MARION

The undersigned, as President and Secretary respectively of Marion-Citrus Mental Health Foundation, Inc., a Florida non profit corporation organized and existing under the laws of the State of Florida, do hereby certify that the following is a true and complete copy of a Resolution adopted by the Members of this Corporation on the 1st day of February, 1996:

Resolved, that the Articles of Incorporation of Marion-Citrus Mental Health Foundation, Inc. a Florida non-profit corporation, be amended and restated in its entirety as follows:

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MARION-CITRUS MENTAL HEALTH FOUNDATION, INC.**

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

Article 1. Name. The name of the corporation is as follows: **MARION-CITRUS MENTAL HEALTH FOUNDATION, INC.**

Article 2. Address. The address of the principal office and the mailing address of the Corporation is: P.O. Box 1330, Ocala, Florida 34478.

Article 3. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 717 S.W. Martin Luther King Jr. Avenue, Ocala, Florida 34474, and the name of its initial Registered Agent at that address is Russell Rasco.

Article 4. No Members. The Corporation shall not have Members and shall not issue membership certifications. The Corporation shall not issue shares of stock.

Article 5. Not For Profit. The Corporation is a not for profit corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Directors or Officers, except to the extent permissible under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (hereinafter "Code"). If the Corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under Section 501(c)(3) of the Code.

Article 6. Duration. The duration (term) of the Corporation is perpetual.

Article 7. Purposes. The Corporation is formed exclusively for charitable, educational and scientific purposes, as defined and limited by Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law) as a Section 509 (a)(3) supporting organization to support and benefit the Marion-Citrus Mental Health Centers, Inc., a Florida Not For Profit Corporation.

Article 8. Powers. Solely for the foregoing Purposes, the Corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including, but not limited to, those set forth in Florida Statutes, Chapter 617, and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease mortgage, convey, option, donate or otherwise dispose of such property and the income, principal, and proceeds of such property.

B. To engage in and transact any other lawful activity, solely in furtherance of the foregoing Purposes, for which nonprofit corporations may be incorporated under the Florida Not For Profit Corporation Act, and any successor Act.

C. To do such other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the Purposes of the Corporation.

Article 9. Limitation. No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of, or be distributable to, its members (if the corporation ever has any), Directors or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Purposes set forth in Article 7 (Purposes) hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on

- (i) by a corporation exempt from Federal income tax under Section 501(a) of the code as an organization described in Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law) or
- (ii) by a corporation, contributions to which are deductible under Section 170(a) of the Code as an organization

described in section 170(c)(2) of the code (or the corresponding provision of any future United States Internal Revenue Law).

Article 10. Tax Exempt Status. It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation by reason of qualifying as an organization described in Section 509(a)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under Section 501(c)(3) of the code. All references in these Articles to sections of the Internal Revenue Code or Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

In addition to the above paragraph, the following special provisions will apply. These provisions are as follows:

(1) The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the IRC, or the corresponding section of any future federal tax code.

(2) The corporation will not engage in any act of self dealing as defined in section 4941(d) of the IRC, or future federal tax code.

(3) The corporation will not retain any excess business holdings as defined in section 4943(c) of the IRC, or future federal tax code.

(4) The corporation shall not make any investments in such manner as to subject to tax under section 4944 of the IRC, or future federal tax code.

(5) The corporation will not make any taxable expenditures as defined in section 4945(d) of the IRC, or future federal tax code.

Article 11. Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the

Corporation, distribute all of the assets of the Corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation or to such qualified organization or organizations said court shall determine. For purposes of this Article, an organization is a "qualified organization" only if, at the time of receiving such assets, it is operated exclusively for the purposes described in Section 170(c)(1) or 170(c)(2)(B) of the Code and is described in Section 509(a)(1), (2) or (3) of said Code.

Article 12. Board of Directors. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. There shall be a Board of Directors consisting of not less than nine (9) nor more than twenty-one (21) individuals. The Board of Directors shall always include the President, Vice President, Treasurer, and the Secretary of Marion-Citrus Mental Health Centers, Inc., including four (4) of the initial members of the Board of Directors. The initial fifth, sixth, seventh, eighth, and ninth members of the initial Board of Directors shall be elected by the Incorporators. Thereafter, except as provided above, each Director shall be elected by majority vote of the Board of Directors in the manner and at the times set for in the Bylaws. The fifth through the twenty-first members of the Board of Directors shall be elected to staggered terms and the majority of the Board of Directors shall at all times be officers and/or directors of Marion-Citrus Mental Health Centers, Inc.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

Article 13. Officers. The Officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, an Executive Director, and such other Officers and

Assistant Officers as may be provided for in the Bylaws or by resolution of the Board of Directors. Each Officer shall be elected by majority vote of the Board of Directors (and may be removed by majority vote of the Board of Directors) at such time and in such manner as may be proscribed by the Bylaws or by the law.

The initial Officers of the Corporation shall be as follows:

Mandy Montgomery, President
2920 West Silver Springs Boulevard
Ocala, Florida 34475

Charlene Schlemmer, Vice President
520 S.E. Ft. King; Suite A-1
Ocala, Florida 34471

Berrisford Walker, Treasurer
7514 East Broyhill Place
Inverness, Florida 34450

Arthur Rubin, Secretary
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Inverness, Florida 34452

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Ocala, Florida 34475

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Ocala, Florida 34471

Berrisford Walker
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Inverness, Florida 34450

Arthur Rubin
1620 South Ladera Terrace
Inverness, Florida 34452

Faye Johnson
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Ocala, Florida 34471

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Article 16. Amendment. These Articles may be amended by a sixty-six percent (66%) approval of the entire Board only upon thirty (30) days written notice of the exact change/modification to include a summary of the purpose of the change/modification.

Article 17. Indemnification and Civil Liability Immunity. The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by law, including but not limited to Florida Statutes, Chapter 617. It is intended that the Corporation be an organization the Officers and Directors of which are immune from civil liability to the extent provided under Florida Statutes, Chapter 617, and other similar laws.

Article 18. Commencement of Corporate Existence. The date when corporate existence shall commence is upon filing of these Articles of Incorporation with the Secretary of the State of Florida.

IN WITNESS WHEREBY, the undersigned Mandy Montgomery as President and Arthur Rubin as Secretary of the Corporation have executed these amended and restated Articles of Amendments this 1st day of February, 1996.

MARION-CITRUS MENTAL HEALTH FOUNDATION, INC.

by: Mandy Montgomery
President
Attest: Arthur Rubin
Secretary

(corporate seal)

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared MANDY MONTGOMERY, President, and ARTHUR RUBIN, Secretary, of Marion-Citrus Mental Health Foundation, Inc., a Florida not for profit corporation, known to me and known by me to be the persons who executed the foregoing Articles of Amendment and they acknowledged before me that they executed those Articles of Amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 1st day of February, 1996.

Vivian M. Mandrell
Notary Public
State of Florida at Large

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA
VIVIAN M. MANDRELL
MY COMMISSION EXPIRES: AUG. 10, 1998
COMMISSION # CC391441