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FROM: FLOYD & SAMMONS, P.A.

ACCT#: 076726003533

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NAME: MAINSTAY GROUP, INC.

AUDIT NUMBER.....H97000014509

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 3, 1997

FLOYD & SAMMONS, PA

SUBJECT: MAINSTAY GROUP, INC.  
REF: W97000020265

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Becky McKnight  
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ARTICLES OF INCORPORATION

OF

Mainstay Group, Inc.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: Mainstay Group, Inc.

ARTICLE II. CAPITAL STOCK

This corporation shall have one class of stock with unlimited voting rights and the right to receive the net assets of the corporation upon dissolution. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock with a par value of \$1.00. The consideration to be paid for each share shall be as fixed by the Board of Directors.

THIS INSTRUMENT PREPARED BY:

Robert O. Sammons  
Floyd & Sammons, P.A.  
1556 Sixth Street, S.E.  
Winter Haven, FL 33880  
Florida Bar Number 282952  
(941) 293-3801

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ARTICLE III. TERM OF EXISTENCE

The corporation is to exist perpetually, beginning with the filing with the State of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE IV. INITIAL PRINCIPAL OFFICE AND

The street address of the initial principal office of the corporation in the State of Florida is 47 Fifth Street N.W., P. O. Box 7607. The Board of Directors may from time to time move the principal office to any other address.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 1552 Sixth Street, SE, Winter Haven, FL 33880, and the name of the corporation's initial registered agent at that address is Robert O. Sammons, Esq.. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI. DIRECTORS

This corporation shall have One (1) directors initially. The number of directors may be increased or diminished from time to time, as provided in the bylaws. The name and street address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
Charles W. Sherrard	3831 Gaines Court Winter Haven FL 33884

Members of the first Board of Directors shall serve until their successors

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are elected or appointed and have qualified.

ARTICLE VII. PREEMPTIVE RIGHTS

The corporation elects that each shareholder of the stock of this corporation shall be entitled to preemptive rights pursuant to the Florida Statutes upon the issuance of stock or other securities of the corporation. No shares, conversion rights, or option rights may be issued as compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates without the unanimous consent of the shareholders. No shares of the corporation may be issued for consideration otherwise than for money without the unanimous consent of the shareholders. After the initial issuance of shares within six months from the effective date of incorporation without the unanimous consent of the shareholders.

ARTICLE VIII. INCORPORATOR

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

Name

Address

Robert O. Sammons

1552 Sixth Street SE, Winter Haven FL 33880

Executed this 2nd day of September, 1997.

  
Robert O. Sammons, Incorporator

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That Mainstay Group, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Winter Haven FL 33883, County of Polk, State of Florida, has named, Robert O. Sammons, Esq., located at 1552 Sixth Street, SE, Winter Haven, FL 33880 , Polk County, Florida, as its agent to accept service of process within this state.



Robert O. Sammons,  
Incorporator

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office. I am familiar with, and accept, the obligations of that position.



Robert O. Sammons, Esq.  
Registered Agent

THIS INSTRUMENT PREPARED BY:

Robert O. Sammons  
Floyd & Sammons, P.A.  
1556 Sixth Street, S.E.  
Winter Haven, FL 33880  
Florida Bar Number 282952

(941) 293-3801

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