

LAW OFFICES
DUNCAN & TARDIF, P. A.
FOXWORTHY PROFESSIONAL BUILDING
SUITE 101, 1601 JACKSON STREET
POST OFFICE BOX 249
FORT MYERS, FLORIDA 33902-0249

GORDON R. DUNCAN
ROBERT E. TARDIF JR.
ANDREW S. EPSTEIN

TELEPHONE (941) 334-4574
FAX (941) 334-3378

P98000068761

July 29, 1998

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

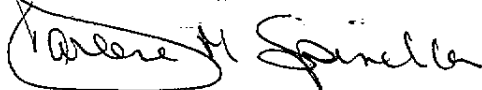
400002603874--1
-07/31/98--01042--004
****122.50 ****122.50

RE: FCP OF SOUTH FLORIDA, INC. Articles of Incorporation

To Whom It May Concern,

Please accept this request to file the enclosed Articles of Incorporation in your office. Please return the recorded instrument to me at the address above. If you have any questions, please feel free to call me.

Very truly yours,



Darlene M. Spinella
Legal Assistant

/dms

Enc. .

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUL 31 PM 1:23

FILED

8-6-98
AM

FILED
98 JUL 31 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FCP OF SOUTH FLORIDA, INC.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

Name: The name of the corporation is: **FCP OF SOUTH FLORIDA, INC.**

ARTICLE II

Duration: The duration of the corporation is perpetual.

ARTICLE III

Purpose: The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE IV

Capital Stock: The aggregate number of shares which the corporation is authorized to issue is 1000 shares of common stock.

Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V

Initial Principal Office and Registered Agent: The street address and mailing address of the initial Principal Office of the corporation is 2159 Andrea Lane, D-4, Fort Myers, Florida, 33912. The name of the initial Registered Agent is Terris T. Levan. The location of the initial Registered Office is 2159 Andrea Lane, D-4, Fort Myers, Florida, 33912.

ARTICLE VI

Initial Board of Directors: The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the By Laws but shall never be less than one. The names and addresses of the initial Director of the corporation is as follows:

Terris T. Levan
2159 Andrea Lane, D-4
Fort Myers, Florida 33912

ARTICLE VII

Incorporators: The name and address of each Incorporator is as follows:

Terris T. Levan
2159 Andrea Lane, D-4
Fort Myers, Florida 33912

ARTICLE VIII

Commencement of Corporate Existence: In accordance with Section 607.0203, Florida Statutes, the date when corporate

existence shall commence is the date when these Article of Incorporation are filed with the Department of State.

ARTICLE IX

Preemptive Rights: Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's pro rata portion of the following:

A. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the

shareholder,

ARTICLE X

Amendment: The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, has signed these Articles of Incorporation on this 10th day of July, 1998.



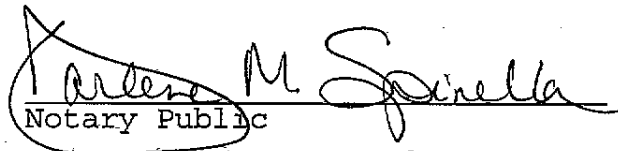
Terris T. Levan

STATE OF FLORIDA

COUNTY OF LEE

BEFORE ME personally appeared Terris T. Levan, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed the said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 10th day of July, 1998.

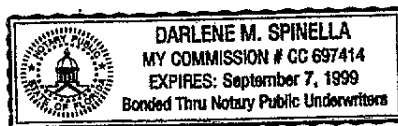


Notary Public

My commission expires:

9/7/99

(NOTARY'S SEAL)




FILED
98 JUL 31 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned, Terris T. Levan, hereby accepts appointment as Registered Agent for FCP of South Florida, Inc., a Florida Corporation.

The undersigned is familiar with and accepts the obligations of the position of Registered Agent as set forth in Chapter 607, Florida Statutes.

IN WITNESS WHEREOF, the undersigned, has signed this Acceptance of Registered Agent on this 10th day of July, 1998.




Terris T. Levan

STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME personally appeared Terris T. Levan, to me well known and known to me to be the person described in and who executed the foregoing Acceptance of Registered Agent and acknowledged to and before me that he executed the said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 10th day of July, 1998.



Notary Public

My commission expires:
9/7/99

(NOTARY'S SEAL)

