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JAMES A. GRANOSKI, P.A.

ATTORNEY AT LAW

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ADMITTED TO PRACTICE IN FLORIDA, VIRGINIA, WASHINGTON, D.C.

March 18, 1996

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

4000017533244
-03/29/96-01107-005
****122.50 ****122.50

Re: Caduceus Associates, Inc.

Dear Madam or Sir:

I have enclosed for your review and filing the original and two copies of the Articles of Incorporation for Caduceus Associates, Inc. and a check in the amount of \$122.50 payable to the Florida Department of State for the following:

Filing Fee, for articles of Incorporation, F.S. 607.0122(1)	\$35.00
Filing Fee, for Resident Agent F.S. 607.0122(7)	35.00
Certified Copy, F.S. 607.0122(23)	<u>52.50</u>
TOTAL	\$122.50

Please return a certified copy of the Certificate of Incorporation to me in the enclosed self-addressed, stamped envelope.

Thank you for your prompt attention to and cooperation in this matter.

Very truly yours,

JAMES A. GRANOSKI, P.A.


James A. Granoski

JAG

Enclosures

SN APR - 4 1996

(C:\CORP\CADUCEUS\DEPT STATE)



EFFECTIVE
March 24, 1966

ARTICLES OF INCORPORATION
OF
CADUCEUS ASSOCIATES, INC.

FILED
MAR 24 1966
CLERK OF CIRCUIT COURT
SARASOTA, FLORIDA

The undersigned, acting as incorporator of **CADUCEUS ASSOCIATES, INC.**, under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME AND PRINCIPAL OFFICE

CADUCEUS ASSOCIATES, INC.
2477 Stickney Point Road
Suite 207B
Sarasota, Florida 34231

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence five days before on their date of acceptance by the Secretary of State of Florida.

ARTICLE III. DURATION

The corporation will have a perpetual existence.

ARTICLE IV. PURPOSE

The general purpose or purposes for which the corporation is organized are as follows:

(a) To transact any or all lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is one thousand (1000) shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or

other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI. PREEMPTIVE RIGHTS

Each holder of common stock of this corporation shall have the first right (subject to adjustments to avoid the issue of fractional shares) to purchase shares of common stock of this corporation that from time to time may be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares of common stock held at the time of the issue bears to the total number of shares of common stock outstanding. This right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty days of his receipt of a written notice from the corporation inviting him to exercise the right.

A holder of common stock shall not have, solely because of his holdings of common stock, a right to purchase shares of preferred stock that may be issued.

A holder of preferred stock shall not have, solely because of his holdings of preferred stock, a right to purchase shares of any class that may be issued by the corporation.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2477 Stickney Point Road, Suite 207B, Sarasota, FL, 34231, and the name of the corporation's initial registered agent at that address is James A. Granoski.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Mr. William Baker	8349 Eagle Lake Road Sarasota, Florida 34241
Mr. Robert Melley	8301 Eagle Lake Road Sarasota, Florida 34241
Mr. James A. Granoski	435 Cerromar Lane, No. 326 Venice, FL 34231

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Mr. Robert Melley	8301 Eagle Lake Road Sarasota, Florida 34232

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE X. BYLAWS

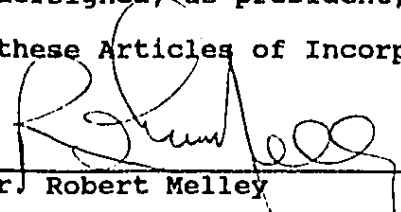
The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw

adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned, as president, director and incorporator, has executed these Articles of Incorporation this 16th day of March, 1996.


Mr. Robert Melley

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That CADUCEUS ASSOCIATES, INC., desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of Incorporation, at 2477 Stickney Point Road, Suite 207B, Sarasota, FL, 34231, has named **James A. Granoski**, located at that address, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida General Corporation Act relative to keeping open the registered office.


James A. Granoski

RECEIVED
JAN 11 1992
TALLAHASSEE, FLORIDA

(C:\CORP\CADUCEUS\ARTICLES OF INCORPORATION)