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PRENDER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 984587 80983A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 12, 1996

ORDER TIME : 10:25 AM

ORDER NO. : 984587

CUSTOMER NO: 80983A

000001859840

-06/12/96--01052--019

****131.25 ****131.25

CUSTOMER: Robert F. Greene, Esq.
Greene, Donnelly, Schermer,
1301 Sixth Avenue West
Suite #505
Bradenton, FL 34205

FOREIGN FILINGS

NAME: PDA OF FLORIDA, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
XXX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

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DIVISION OF CORPORATIONS
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RECEIVED
96 JUN 12 AM 11:05
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 12, 1996

CSC

SUBJECT: PDA OF FLORIDA, INC.
Ref. Number: W96000012509

RESUBMIT
Patricia J. J. J.
Please give original
submission date as file date.

We have received your document for PDA OF FLORIDA, INC. and your check(s) totaling \$131.25. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 596A00029296

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RESUBMIT

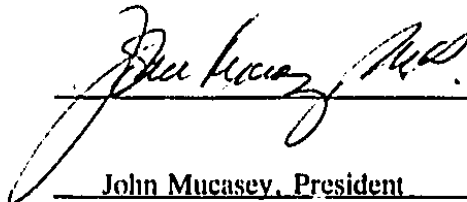
Please give original
submission date as file date.

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned John Mucasey, do hereby certify that this Resolution of the Board of Directors of PDA OF FLORIDA, Inc., a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on June 13, 1996.

Be it resolved, that PDA OF FLORIDA, INC., organized and existing in the State of Delaware, hereby adopts the name PDA GROUP OF FLORIDA, INC. for use in Florida.

Dated: June 13, 1996



John Mucasey, President

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APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. PDA OF FLORIDA, INC.
(Name of corporation: the word "INCORPORATED," "COMPANY," OR "CORPORATION" or words or abbreviations of like import in language, as
will clearly indicate that it is a corporation instead of a natural person or partnership of not so contained in the name at present.)
2. State of Delaware
(State or country under the law of which it is incorporated)
3. February 21, 1996
(Date of Incorporation)
4. Perpetual
(Duration)
5. Applied For
(Federal Employer Identification number, if applicable)
6. UPON QUALIFICATION
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 617.155, F.S.)
7. 7450 Cortez Road West, Bradenton, Florida 34210
(Current mailing address)
8. Real Estate Development
(Brief description of the nature of the business in which it is engaged in the State of Florida)

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9. Names and addresses of officers and or directors:

A. Directors:

Chairman: John Mucasey
Address: 7450 Cortez Road West
Bradenton, Florida 34210

Director: Jeff Nelson
Address: 2227 59th Street West
Bradenton, Florida 34209

Director: Craig Hoffman
Address: 4705 26th Street West
Bradenton, Florida 34207

Director: Martin Amundson
Address: 4705 26th Street West
Bradenton, Florida 34207

B. Officers:

President: John Mucasey
Address: 7450 Cortez Road West
Bradenton, Florida 34210

Vice President: Joff Nelson
Address: 2227 59th Street West
Bradenton, Florida 34209

Secretary: Craig Hoffman
Address: 4705 26th Street West
Bradenton, Florida 34207

Treasurer: Martin Amundson
Address: 4705 26th Street West
Bradenton, Florida 34207

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10. Name and Street address of Florida registered agent:

Name: Robert F. Greene
Office Address: 1301 Sixth Avenue West, Suite 505
Bradenton, Florida 34205

11. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered agent's signature. 

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. John Mucasey, President
(Name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PDA OF FLORIDA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF JUNE, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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DIVISION OF CORPORATIONS
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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 7980076

DATE: 06-10-96