

P000000036828



WILLIAM KEENE
ATTORNEY-AT-LAW

April 6, 2000

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

RE: A Professional Choice, Inc.

400003200444--8
-04/07/00--01089--008
*****87.00 *****87.00

Dear Sir or Madam:

Enclosed are an original and one (1) copy of the Articles of Incorporation, Certificate of Designation Registered Agent/Registered Office, and Acceptance as Registered Agent for the above referenced new corporation. Also, please find the enclosed check in the amount of \$87.00 for the filing fee and certified copy.

Thank you for your time and consideration.

Sincerely yours,

William P. Keene

William Keene, Esquire

WPK/jw

Enclosures: as noted

FILED
00 APR - 7 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN APR 12 2000

ARTICLES OF INCORPORATION
OF
A PROFESSIONAL CHOICE, INC.

FILED
00 APR -7 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

A Professional Choice, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

A Professional Choice, Inc.
1757 Olympia Fields Street
Sarasota, FL 34234

ARTICLE III CAPITAL STOCK AND PREEMPTIVE RIGHTS

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Two hundred-fifty (250) shares

Shareholders have a preemptive right to maintain a proportionate share of ownership by purchasing a proportionate share of any new stock issue.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Donna A. Maloney
1757 Olympia Fields Street
Sarasota, FL 34234

Articles of Incorporation
A Professional Choice, Inc.
Page 2 of 3

ARTICLE V INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

Donna A. Maloney
1757 Olympia Fields Street
Sarasota, FL 34234

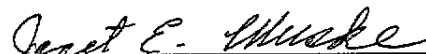
John F. Maloney
1757 Olympia Fields Street
Sarasota, FL 34234

The undersigned have executed these Articles of Incorporation this 4th day of April, 2000.


Donna A. Maloney, President

STATE OF FLORIDA
COUNTY OF PINELLAS

Sworn to and subscribed before me this 4th day of April, 2000.
Affiant is personally known X or has produced
_____ as identification.


NOTARY PUBLIC, State of Florida



Janet E Wuske
My Commission CC913188
Expires February 23, 2004

My Commission Expires: 2-23-04

Articles of Incorporation
A Professional Choice, Inc.
Page 3 of 3

John F. Maloney
John F. Maloney, Secretary-Treasurer

STATE OF FLORIDA
COUNTY OF PINELLAS

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2000. Affiant is personally known X or has produced
_____ as identification.

Janet E. Wuske
NOTARY PUBLIC, State of Florida



My Commission Expires: 2-23-04

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: A Professional Choice, Inc.
2. The name and address of the registered agent and office is:

Donna A. Maloney
1757 Olympia Fields Street
Sarasota, FL 34234

SIGNATURE

Donna A. Maloney
Donna A. Maloney

TITLE:

President

DATE:

April 4, 2000

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 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.

SIGNATURE

Donna A. Maloney
Donna A. Maloney

DATE:

April 4, 2000

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Janet E. Wuske
NOTARY PUBLIC, State of Florida

My Commission Expires:

2-23-04



Janet E Wuske

My Commission CC913188

Expires February 23, 2004

ACCEPTANCE AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for a Professional Choice, Inc., a Florida corporation, at the place designated in the Certificate of Designation of Registered Agent, 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.

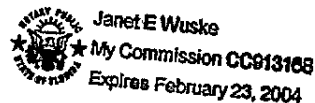
Registered agent's signature.

Donna A. Maloney
Donna A. Maloney

STATE OF FLORIDA
COUNTY OF PINELLAS

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Janet E. Wuske
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WILLIAM KEENE
ATTORNEY-AT-LAW

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Sarasota, FL 34234

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1757 Olympia Fields Street
Sarasota, FL 34234

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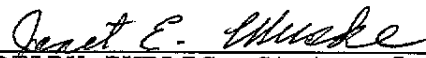


Donna A. Maloney, President

STATE OF FLORIDA
COUNTY OF PINELLAS

Sworn to and subscribed before me this 4th day of April, 2000.

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_____ as identification.



NOTARY PUBLIC, State of Florida



Janet E Wuske
★ My Commission CC913168
Expires February 23, 2004

My Commission Expires: 2-23-04

Articles of Incorporation
A Professional Choice, Inc.
Page 3 of 3

John F. Maloney
John F. Maloney, Secretary-Treasurer

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Janet E. Wuske
NOTARY PUBLIC, State of Florida



Janet E Wuske
My Commission CG913188
Expires February 23, 2004

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Sarasota, FL 34234

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Donna A. Maloney
Donna A. Maloney

TITLE:

President

DATE:

April 4, 2000

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Donna A. Maloney

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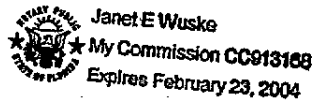
Registered agent's signature.

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Donna A. Maloney

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Janet E. Wuske
NOTARY PUBLIC, State of Florida



My Commission Expires: 2-23-04

William Keene, Esquire
SPN # 01461760 FL Bar # 0864676
601 93rd Avenue North
St. Petersburg, Florida 33702
727-577-7802