

P00000055829

MICHAEL A. SIEFERT, P.A.
ATTORNEY AT LAW
606 SE THIRD AVENUE
OCALA, FLORIDA 34471
TELEPHONE: (352)732-0141
TELEFAX: (352)732-4295

FILED
00 JUN -1 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 30, 2000

State of Florida
Corporate Record Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

000003274130--8
-06/01/00--01088--003
122.50 **78.75

RE: RAY'S CELLMAX, INC.

Dear Sir/Madam:

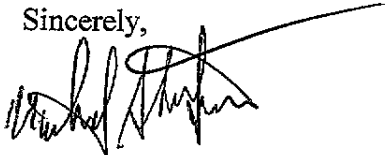
Enclosed are the Articles of Incorporation for the above corporation, together with our trust account check for \$122.50 to cover the following:

Filing Fee	\$70.00
Certified Copy	<u>\$52.50</u>
Total	<u>\$122.50</u>

Please send a certified copy to me at your earliest convenience.

Thank you for your prompt services in this regard. Should you have any questions, feel free to contact me at the above number.

Sincerely,



MICHAEL A. SIEFERT

MAS:jfs
Enclosures

D. BROWN JUN - 9 2000

ARTICLES OF INCORPORATION OF
RAY'S CELLMAX, INC.

FILED
00 JUN -1 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of this Corporation is **RAY'S CELLMAX, INC.**
2. The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.
3. The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock, having a par value of \$1.00 per share.
4. This Corporation shall have perpetual existence commencing upon filing of these Articles.
5. The Registered Agent and the street address of the initial registered agent of this corporation in the State of Florida shall be: **PHYLLIS Y. TILLMAN, 29 Hickory Loop Way, Ocala, FL 34472**, who by signature herein is accepting designation as Resident Agent.
6. The initial stockholders will be as follows:

PHYLLIS Y. TILLMAN and RAYNARD ADAMS, 100 Shares
Joint Tenants with Right of Survivorship

Shares held by each shareholder may not be sold or otherwise transferred to other persons or other entities, except as follows: a) sold back to the corporation at a price agreed to between the seller and the remaining shareholders, or if no price is found agreeable then at a price as determined by an independent appraiser; or b) devised by will to either a surviving spouse, descendant or other member of the immediate household at time of death; or c) to any third party after written consent to such conveyance by a majority vote of the remaining shares of stock. The price, terms, and other provisions regarding this restriction may be specified by written agreement among the shareholders, which agreement may expand this Article. No share shall be conveyed, split, transferred, or given by testamentary devise or otherwise, if such action would violate the federal prescriptions for an S corporation, as provided by law in effect at the time of proposed action.

7. The initial offices and officers shall be as follows:

PHYLLIS Y. TILLMAN	President
RAYNARD ADAMS	Vice-President
PHYLLIS Y. TILLMAN	Secretary-Treasurer


8. The business of this corporation shall be managed by the stockholders of the corporation, rather than by a Board of Directors.
9. The corporation may indemnify any officer or employee, or any former officer or employee, to the full extent permitted by law.
10. The name and principal street address of the person signing these Articles of Incorporation as the incorporator is: PHYLLIS Y. TILLMAN, 29 Hickory Loop Way, Ocala, FL 34472.
11. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation, by a simple majority vote of the outstanding shares of stock.
12. The principal place of business shall be 2400 S.W. College Road, Ste. 206, Ocala, FL 34474.
13. Both the President and the Vice President, acting in their sole capacity, have the authority to sign contracts, checks, receipts and otherwise conduct business on behalf of the corporation.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 30 day of May, 2000.


PHYLLIS Y. TILLMAN, Incorporator

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 30 day of May, 2000, by PHYLLIS Y. TILLMAN, as Incorporator, of **RAY'S CELLMAX, INC.**, a Florida Corporation, on behalf of the corporation. She is personally known to me or has produced Florida driver license as identification.


Notary Public
State of Florida at Large (SEAL)

My Commission Expires:



Michael A. Siefert
MY COMMISSION # CC816388 EXPIRES
March 10, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

FILED
00 JUN -1 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

I, PHYLLIS Y. TILLMAN, hereby accept the position of Registered Agent for RAY'S
CELLMAX, INC.

Phyllis Y. Tillman
PHYLLIS Y. TILLMAN, Registered Agent

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 30 day of May, 2000, by
PHYLLIS Y. TILLMAN, who is personally known to me and who did take an oath.

Michael A. Siefert

Notary Public
State of Florida at Large (SEAL)

My Commission Expires:



Michael A. Siefert
MY COMMISSION # CC816388 EXPIRES
March 10, 2003
BONDED THRU TROY FAAM INSURANCE, INC.