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JEFFERSON W. MORROW

BOARD CERTIFIED CIVIL TRIAL LAWYER
CONCENTRATING IN THE REPRESENTATION
OF VICTIMS OF ABUSE AND NEGLECT IN
NURSING HOMES

1301 RIVERPLACE BLVD. - STE. 2600
JACKSONVILLE, FLORIDA 32207
TELEPHONE [904] 399-5626
TELEFAX [904] 399-5980

September 12, 2000

Corporation Division
Secretary of State
The Capitol
Tallahassee, Florida 32304

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-09/18/00--01119--003
****122.50 *****78.75

RE: Articles of Incorporation for Adair & Elias Consulting, Inc.

Dear Sir or Madam:

Enclosed please find the original and one fully conformed copy of the Articles of Incorporation for Adair & Elias Consulting, Inc. together with the original Certificate Designating Place of Business or Domicile for the Service of Process and Registered Agent, for filing in the Office of the Secretary of State of Florida.

Also enclosed is our check in the amount of \$122.50 for payment of the following:

Filing Fee	\$ 35.00
Certified Copy of Articles of Incorporation	52.50
Registered Agent Designation	<u>35.00</u>
	\$ 122.50

Would you be so good enough to return the certified copy of the Articles of Incorporation to the undersigned at your earliest convenience. Thank you in advance for your courtesies extended in this regard.

Sincerely,


JEFFERSON W. MORROW

JWM/eb
encls.

9/19

ARTICLES OF INCORPORATION
OF
ADAIR & ELIAS CONSULTING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator of these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is **ADAIR & ELIAS CONSULTING, INC.**

ARTICLE II. PURPOSE

his corporation is organized for the purpose of transacting any or all lawful business in the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE IV. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share, to the nearest whole share, at the price at which it is offered to others.

ARTICLE V. QUALIFICATION OF MEMBERS

The membership of this corporation shall constitute all persons hereinafter named as subscribers and such other persons as, from time to time hereafter, may become members, in the manner provided in the By-Laws.

ARTICLE VI. TERM OF EXISTENCE

The existence of this corporation shall commence as the date these Articles are duly filed, and it shall exist perpetually thereafter.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The resident agent for this corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in these Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida has named **Jefferson W. Morrow**, located at **1301 Riverplace Boulevard, Suite 2600, Jacksonville, Florida 32207**, as its agent to accept service of process within the state.

ARTICLE VIII. BOARD OF DIRECTORS

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall be managed by the Board of Directors. This corporation shall have two (2) director(s) initially. The number of directors may be increased from time to time, by the By-Laws, but shall never be less than one (1), nor more than four (4).

Section 2. The Board of Directors shall be members of the corporation.

Section 3. Members of the Board of Directors shall be elected in accordance with the By-Laws.

Section 4. The names and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation are:

NAME

JAY D. ADAIR

ADDRESS

**8632 Duckworth Court
Jacksonville, Florida 32244**

MICHAEL C. ELIAS

**11615 Derby Forrest Drive
Jacksonville, Florida 32258**

ARTICLE IX. INCORPORATORS

The name and address of the person signing these Articles are:

NAME

ADDRESS

JAY D. ADAIR

**8632 Duckworth Court
Jacksonville, Florida 32244**

ARTICLE X. OFFICERS

Section 1. The initial officers of the corporation shall be a President and a Vice-President, and such other officers as may be provided in the By-Laws.

Section 2. The names of the persons who are to serve as officers of the corporation of the Board of Directors are:

JAY D. ADAIR

President

MICHAEL C. ELIAS

Vice-President

Section 3. The officers shall be the Board of Directors or as provided in the By-Laws.

ARTICLE XI. BY-LAWS

Section 1. The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice the By-Laws may be amended, altered, or rescinded members of the Board of Directors at any regular meeting or any special meeting called for that purpose.

ARTICLE XII. AMENDMENTS

Section 1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose by the Board of Directors.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the By-Laws, of intention to submit such amendments.

ARTICLE XIII. LOCATION

The location of this corporation is **8632 Duckworth Court, Jacksonville, Florida 32233.**

ARTICLE XIV. INDEMNIFICATION

This corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who, at the request of the Board of Directors of the corporation, may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, of which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of stockholders, or otherwise, and


indemnified may be entitled under any law, bylaw, agreement, vote of stockholders, or otherwise, and the corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscribing incorporator, has hereunto set his hands and seals, this 29th day of August, A.D., 2000, for the purpose of forming this corporation under the laws of the State of Florida.



JAY D. ADAIR, Subscriber

STATE OF FLORIDA)
COUNTY OF DUVAL)

Before me, a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared **JAY D. ADAIR**, who is personally known to me or who has produced a FLA. DRIVER'S LICENSE as personal identification, and to me known to be the person(s) described as subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

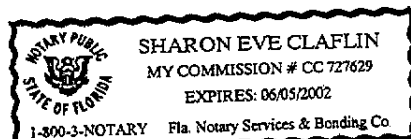

JAY D. ADAIR

The foregoing instrument was acknowledged before me this 29th day of August, A.D., by JAY D. ADAIR


NOTARY PUBLIC, State of Florida at Large.

SHARON EVE CLAFLIN
Signature Printed

My Commission expires:



FILED

00 SEP 18 PM 3:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

ADAIR & ELIAS CONSULTING, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at 8632 Duckworth Court, Jacksonville, Florida 32244, has named **JEFFERSON W. MORROW, ESQUIRE**, at 1301 Riverplace Boulevard, Suite 2600, Jacksonville, Florida 32207, to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


JEFFERSON W. MORROW, ESQUIRE
Registered Agent

DATED: 9/13/00