

**P010000011012**

**MRC OF FERNANDINA BEACH, INC.**

**MRC OF PANAMA CITY, INC.**

3229 Highway 17 North  
Green Cove Springs, Florida 32043

Telephone: (904) 284-4021

Fax: (904) 284-9174

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 JAN -4 AM 12:35

**FILED**

**EFFECTIVE DATE**

01-01-01

December 29<sup>th</sup>, 2000

Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, FL 32399

800003589668--9

-01/29/01--01048--026

\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: MRC of Fernandina Beach, Inc.  
MRC of Panama City, Inc.

800003589668--9

-01/29/01--01048--027

\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir or Madam:

Enclosed please find two original copies of the Articles of Incorporation for the above named company. After filing, we understand that one document will be placed on record at your offices and one file-stamped copy will be returned to our offices at the above-listed address.

Thank you in advance for your cooperation and assistance in this matter. If you have any questions please contact my assistant, Chrissie Enright, at the above referenced number extension 204.

Sincerely,

*Chrissie Enright*

Nina O. Soileau

1/2/2001

Apologies we overlooked  
enclosing the filing fees -

now enclosed herewith!

Please make effective

1/1/2001

ARTICLES REVISED 1-2-01  
CHECKS " " 1-3-01

1/29 PER BC  
File the 4th, 26th.  
the 1st KR

W01-199

1/30 KR

**ARTICLES OF INCORPORATION**  
*of*  
**MRC OF FERNANDINA BEACH, INC.**

---

**FILED**  
01 JAN -4 AM 12:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE ONE: NAME**

The name of this corporation is **MRC of Fernandina Beach, Inc.**

**ARTICLE TWO: PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE THREE: CAPITAL STOCK**

This corporation is authorized to issue five hundred (500) shares of common stock, each having a par value of \$1.00 (One Dollar) which shares shall be, and hereby are, designated as "Common Shares". Without action by the shareholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

**ARTICLE FOUR: TERMS OF EXISTENCE**

The term for which this corporation shall exist shall be perpetual, effective January 1<sup>st</sup>, 2001.

**ARTICLE FIVE: INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this corporation in the State of Florida is 3229 Highway 17 North, Green Cove Springs, Florida 32043; and the name of the initial registered agent of this corporation at that address is Nina Soileau. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

**ARTICLE SIX: INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The name and address of the initial Directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
John W. Soileau	3229 Highway 17 North Green Cove Springs, FL 32043
Nina O. Soileau	3229 Highway 17 North Green Cove Springs, FL 32043

**ARTICLE SEVEN: INCORPORATOR**

The name and address of the Incorporator of the corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Nina O. Soileau	3229 Highway 17 North Green Cove Springs, FL 32043

**ARTICLE EIGHT: BYLAWS**

The shareholders and the Board of Directors shall adopt Bylaws for the corporation, pursuant to these Articles, and shall do so as soon as practicable. Such Bylaws may not be amended except as set forth in Article Ten herein.

**ARTICLE NINE: MAILING ADDRESS**

The mailing address of the initial principal office of the corporation will be 3229 Highway 17 North, Green Cove Springs, Florida 32043.

**ARTICLE TEN: AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

**ARTICLE ELEVEN: COMMENCEMENT OF BUSINESS**

The Corporation will not commence business until it has received, for the issuance of shares, consideration of the value of Five Hundred Dollars (\$500.00) consisting of money, labor done or property actually received.

**ARTICLE TWELVE: SUBSCRIPTION**

As of and by the execution of these Articles of Incorporation by the Incorporator, in consideration of the filing of and the premises and covenants contained in these Articles of Incorporation, the Incorporator hereby subscribes to purchase 500 shares of Common Stock at \$1.00 (One Dollar) per share, for a total purchase price for Incorporator of \$500.00 (Five Hundred Dollars), to be paid as shall be determined by the Board of Directors.


IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set her hand and affixed her seal this 22<sup>nd</sup> day of December, 2000.

 (SEAL)  
NINA SOILEAU, as Incorporator

STATE OF FLORIDA       }  
COUNTY OF CLAY       }

PERSONALLY BEFORE ME, the undersigned Officer duly authorized to administer oaths and take acknowledgments, appeared Nina Soileau, to me well known to be the person described in herein and who executed the foregoing Articles of Incorporation of MRC of Fernandina Beach, Inc; and she acknowledged before me that she signed such Articles of Incorporation for the uses and purposes therein set forth.

WITNESS my hand and Official Seal at Clay County, Florida, this 22<sup>nd</sup> day of December, 2000.

  
NOTARY PUBLIC, STATE OF FLORIDA  
MARGARET C. THOMAS  
Commission Number CC 716923  
EXPIRES: February 18, 2002  
My Commission Expires  
Notary Public Underwriters

**CERTIFICATION OF ACCEPTANCE**  
*of*  
**REGISTERED AGENT DESIGNATION**

**MRC of Fernandina Beach, INC.**

I, Nina Soileau, 3229 Highway 17 North, Green Cove Springs, Florida 32043, do hereby consent to serve as Registered Agent for MRC of Fernandina Beach, Inc.

Witness my hand this 22<sup>nd</sup> day of December, 2000.

  
\_\_\_\_\_  
**NINA SOILEAU**  
Registered Agent


01 JAN -4 AM 12:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

STATE OF FLORIDA       }  
COUNTY OF CLAY       }

PERSONALLY BEFORE ME, the undersigned Officer duly authorized to administer oaths and take acknowledgments, appeared Nina Soileau, to me well known to be the person described in herein and who executed the foregoing *Certification Of Acceptance Of Designation Of Registered Agent Of MRC of Fernandina Beach, Inc.*; and she acknowledged before me that she signed such Certification for the uses and purposes therein set forth.

**WITNESS** my hand and Official Seal at Clay County, Florida, this 22<sup>nd</sup> day of December, 2000.

  
\_\_\_\_\_  
**MARGARET C. THOMAS**  
**NOTARY PUBLIC STATE OF FLORIDA**  
Commission # CC-176924  
Bonds Thru Notary Public Underwriters  
My Commission Expires: