

DOOLEY & DRAKE, P.A.

ATTORNEYS AT LAW

WILLIAM A. DOOLEY*

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1432 FIRST STREET

SARASOTA, FLORIDA 34236

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January 30, 2001

Via Overnight

Secretary of State
State of Florida
Corporation Department
409 E. Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE
2/29/01

200003622862--3
-02/01/01--01039--033
*****87.00 *****87.00

200003622862--3
-02/01/01--01039--034
*****0.50 *****0.50


Re: North Washington Partners of Sarasota, Inc.

Dear Sir or Madam:

In connection with the above-referenced corporation, I have enclosed herewith one original and one copy of the Articles of Incorporation, fully executed, for filing with the Florida Secretary of State. Our check in the amount of \$87.50 representing the filing fee is enclosed. Please forward a certified copy of the filed Articles to our office.

Thank you for your courtesies in this matter, and if you have any questions regarding the enclosed, please feel free to contact me directly.

Sincerely,


Tracy L. Packard
Certified Legal Assistant

tlp
Enclosures

FILED
01 FEB -1 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
01/29/01

FILED
01 FEB -1 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

NORTH WASHINGTON PARTNERS OF SARASOTA, INC.

These Articles of Incorporation are made and subscribed for the purposes of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

ARTICLE I - NAME AND PRINCIPAL OFFICE ADDRESS

The name and principal office of this Corporation are:

NORTH WASHINGTON PARTNERS OF SARASOTA, INC.
230 North Washington Drive
Sarasota, Florida 34236

ARTICLE II - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue ONE THOUSAND (1,000) shares of common stock, par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1432 First Street, Sarasota, Florida 34236, and the name of the initial registered agent of this Corporation at that address is WILLIAM A. DOOLEY.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this Corporation shall be:

ROBERT M. GREENE
STEWART KOVENSKI
NICOLE KOVENSKI
JEFF GREENE

Address:
230 North Washington Drive
Sarasota, Florida 34236

**ARTICLE VI - RESTRICTIONS ON MEMBERSHIP TO
BOARD OF DIRECTORS**

This Corporation shall have Four (4) directors initially. The number of directors may be increased or diminished from time to time, by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII - INCORPORATOR

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

WILLIAM A. DOOLEY
1432 First Street
Sarasota, Florida 34236

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the shareholders, and except to the extent limited by the shareholders, in the Board of Directors.

ARTICLE IX - DURATION

The existence of this Corporation shall commence on the date of subscription and acknowledgment of these Articles, and shall be perpetual.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

ARTICLE XI - PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (3) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the

corporation within thirty (30) days of receipt of notice from the corporation.

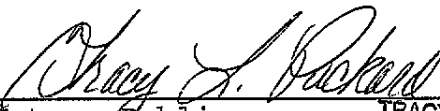
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 29th day of January, 2001.



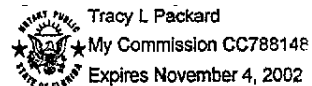
WILLIAM A. DOOLEY
Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on the 29th day of January, 2001, by WILLIAM A. DOOLEY who is personally known to me or who produced _____ as identification and who did not take an oath.



Notary Public TRACY L. PACKARD
Print Name: _____
My Commission expires:
[SEAL]



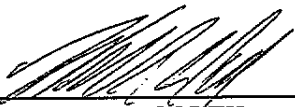
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

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

First--That NORTH WASHINGTON PARTNERS OF SARASOTA, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Sarasota, County of Sarasota, State of Florida, has named WILLIAM A. DOOLEY, located at 1432 First Street, County of Sarasota, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

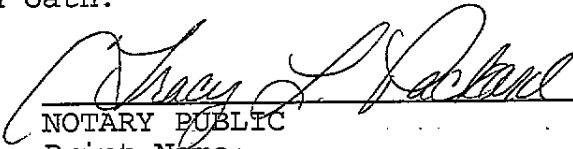
Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



WILLIAM A. DOOLEY
Resident Agent

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on the 29th day of January, 2001, by WILLIAM A. DOOLEY, who is personally known to me or who has produced _____ as identification and who did not take an oath.



NOTARY PUBLIC

Print Name: _____ TRACY L. PACKARD

My Commission expires: _____

[SEAL]

FILED
01 FEB -1 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

