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ELIZABETH M. MANCINI, P.A.

10030 State Road 52
Hudson, Florida 34669
(727) 857-9400

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 30, 2001

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

Re: Elizabeth M. Mancini, P.A.

Dear Sir/Madam:

Enclosed please find attached the Articles of Incorporation of Elizabeth M. Mancini, P.A. Said Articles indicate the following:

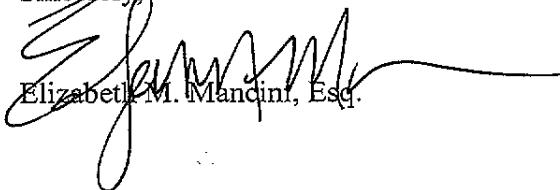
1. That the principal address of Elizabeth M. Mancini, P.A. is 10030 State Road 52, Hudson, Florida 34669.
2. The number of shares the corporation is authorized to issue is 1000.
3. The incorporator is Elizabeth M. Mancini.
4. The registered agent is Elizabeth M. Mancini.

Also enclosed is the filing fee in the amount of \$70.00. Upon receipt of the enclosed documents please register Elizabeth M. Mancini, P.A. with the State of Florida Division of Corporations.

Please sign the enclosed copy of this letter and return same in the self addressed stamped envelope to acknowledge receipt.

Thank you in advance for your time and attention to this matter.

Sincerely



Elizabeth M. Mancini, Esq.

EMM/amc
Enclosures

X Elizabeth M. Mancini GAVE
AUTHORIZATION BY PHONE TO
CORRECT Article III purpose
DATE 8-6-
DOC. EXAM CB

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**ARTICLES OF INCOPORATION
OF
ELIZABETH M. MANCINI, P.A.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
CORPORATE NAME**

The name of the corporation is Elizabeth M. Mancini, P.A.

**ARTICLE II
DURATION; EFFECTIVE DATE**

The period of its duration is perpetual and its effective date is the date these articles have been signed.

**ARTICLE III
PURPOSE**

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida. AND FOR THE PRACTICE OF LAW

**ARTICLE IV
CAPITAL STOCK**

The corporation is authorized to issue one thousand (1000) shares, all of one class, at \$1.00 par value.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent and office of the corporation is as follows:

Elizabeth M. Mancini
10030 State Road 52
Hudson, Florida 34669

**ARTICLE VI
CORPORATE ADDRESS**

The street address of the initial principal office of the corporation is as follows:

10030 State Road 52
Hudson, Florida 34669

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1). The names and addresses of the initial directors of the corporation are:

<u>Name</u>	<u>Address</u>
Elizabeth M. Mancini	10030 State Road 52 Hudson, Florida 34669

ARTICLE VIII
INCORPORATION

The name and address of the Incorporator signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Elizabeth M. Mancini	10030 State Road 52 Hudson, Florida 34669

ARTICLE IX
AMENDMENT OF BYLAWS

The power to adopt, alter, amend or repeal the Bylaws of the corporation shall be vested in the Board of Directors.

ARTICLE X
INDEMNIFICATION

The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officer or director, in the manner set out and provided for in the Bylaws of the corporation, pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

ARTICLE XI
INFORMAL ACTION OF DIRECTORS

If a majority of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation as part of the corporate records, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII **AMENDMENT OF ARTICLES**

The power to amend these Articles of Incorporation shall be vested in the Board of Directors.

ARTICLE XIII **TELEPHONE MEETINGS**

Members of the Board of Directors or the Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, is used.

ARTICLE XIV **DIRECTOR QUORUM AND VOTING**

A majority of the directors shall constitute a quorum for a meeting of the directors of the corporation. If a quorum is present, the affirmative vote of a majority of the directors present or, if a director of directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLES XV **DIRECTORS CONFLICT OF INTEREST**

No contract or other transaction between the corporation and one (1) or more of the directors, or between the corporation and any other corporation, firm association or other entity, in which one (1) or more of the directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

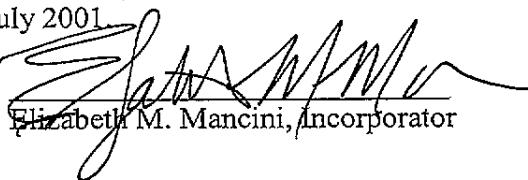
1. If the fact of such common directorship, officership or financial interest is disclosed or known to the Board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors or;
2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders or;
3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board, a committee or the shareholders;

4. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of Directors or of a committee which approves such contract or transaction.

ARTICLE XVI INFORMAL ACTION OF SHAREHOLDERS

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the corporation as part of the corporate records.

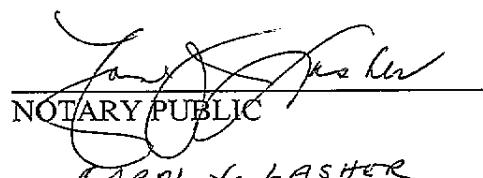
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 27 day of July 2001.



Elizabeth M. Mancini, Incorporator

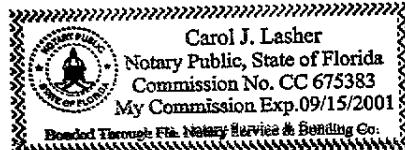
STATE OF FLORIDA)
COUNTY OF PASCO)

Before me personally appeared on this 27th day of July 2001, Elizabeth M. Mancini, who personally known to me or who has produced Personally Known as identification, and who acknowledged to and before me that she executed the foregoing Articles of Incorporation as Incorporator.

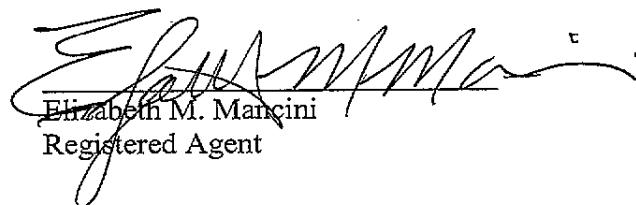


NOTARY PUBLIC
CAROL J. LASHER

Print Name
State of Florida
Commission No.:
My commission Expires:



I HEREBY acknowledge that I am familiar with and accept the duties and responsibilities as Registered Agent for the corporation.


Elizabeth M. Mancini
Registered Agent

STATE OF FLORIDA)
COUNTY OF PASCO)

Before me personally appeared on this 27th day of July 2001, Elizabeth M. Mancini, who personally known to me or who has produced PERSONALLY KNOWN as identification, and who acknowledged to and before me that she executed the foregoing Articles of Incorporation as Registered Agent.


NOTARY PUBLIC

CAROL J. LASHER

Print Name

State of Florida

Commission No.:

My commission Expires:

