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STAACK, SIMMS & HERNANDEZ, P.A.  
Attorneys At Law

ALEXANDER HERNANDEZ  
KALINA SARMOV  
JOHN S. SIMMS  
JAMES A. STAACK \*  
DAVID THORPE

121 N. OSCEOLA AVENUE  
SECOND FLOOR  
CLEARWATER, FL 33755

CLEARWATER: (727) 441-2635  
TAMPA: (813) 920-9882  
FAX: (727) 461-4836  
E-Mail: attorneys@Staack-firm.com  
Website: www.staack-firm.com

\*Bar Certified Attorney: Real Estate

toll free: 1-(800)-474-9935

September 13, 2001

The Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-09/17/01--01118--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: MRSW CITRUS PARK, INC.

Dear Sir or Madam:

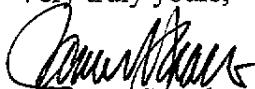
Enclosed herewith please find two original executed Articles of Incorporation for the above referenced corporation, Certificate of Designation Registered Agent/Registered Office, along with our check in the amount of \$78.75 to cover the cost of the following:

Filing Fee	\$35.00
Certification & Return of Copy	8.75
Registered Agent Designation	<u>35.00</u>
Total	\$ 78.75

Kindly return the Certificate of Incorporation along with the certified copy of the Articles of Incorporation to me at the above address.

Thank you for your attention to this matter.

Very truly yours,

  
James A. Staack

JAS/bb  
Enclosures

SEP 19 2001

**ARTICLES OF INCORPORATION  
OF  
MRSW CITRUS PARK, INC.**

The undersigned natural person, acting as Incorporator under the Florida Business Corporation Act does hereby adopt the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation is MRSW CITRUS PARK, INC.

**ARTICLE II  
PURPOSE OF THE CORPORATION**

This corporation is organized for any and all lawful business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III  
PRINCIPAL OFFICE**

The street address and mailing address of the initial principal office of the corporation is:

2627 McCormick Drive, Suite 102,  
Clearwater, Florida 33759.

**ARTICLE IV  
TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE V  
AUTHORIZED SHARES**

The corporation is authorized to issue a total of 5000 shares. Such shares shall be of a single class and shall have no par value.

**ARTICLE VI  
PREEMPTIVE RIGHTS**

Stockholders of the corporation shall have the preemptive right to subscribe to any and all additional issues of stock of the corporation.

FILED  
STATE  
SECRETARY OF  
TALLAHASSEE, FLORIDA  
01 SEP 17 AM 11:12

**ARTICLE VII  
PRESIDENT**

The initial President of the Corporation shall be IRA WAITZ whose address shall be the same as the principal office of the Corporation.

**ARTICLE VIII  
POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to the limitations or restrictions imposed by applicable law or these Articles of Incorporation.

**ARTICLE IX  
INITIAL REGISTERED AGENT**

The name and street address of the initial registered agent of this corporation is:

JAMES STAACK, ESQ.  
121 North Osceola Avenue, Second Floor,  
Clearwater, FL 33755

**ARTICLE X  
INCORPORATOR**

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

JAMES STAACK, ESQ.  
121 N. Osceola Ave., Second Floor  
Clearwater, FL 33755

**ARTICLE XI  
AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in any manner now or hereafter prescribed or permitted by the provisions of any applicable laws of the State of Florida.

The undersigned has executed these Articles of Incorporation this 12th day of September, 2001.

  
\_\_\_\_\_  
James A. Staack, Incorporator

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: MRSW CITRUS PARK, INC.
2. The name and address of the registered agent and office is:

James A. Staack, Esq.  
121 N. Osceola Ave., Second Floor  
Clearwater, FL 33755

SIGNATURE



TITLE:

INCUBATOR

DATE:

9/13/01

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
01 SEP 17 AM 11:12

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

SIGNATURE



DATE:

9/13/01