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MRC of Fleming Island, Inc.

3229 Highway 17 North

Green Cove Springs, Florida 32043

Telephone: (904) 284-4021

Fax: (904) 284-9174

FILED

01 NOV 21 AM 9:28

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**EFFECTIVE DATE
11-14-01**

November 12th, 2001

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

800004691348--1
-11/21/01--01075--005
*******70.00 *****70.00**

Re: MRC of Fleming Island, Inc.

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.

Also enclosed is the filing fee in the sum of \$70.00.

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,

for *Chrissie Enright*
Nina O. Soileau

C. BLALOCK NOV 28 2001

EFFECTIVE DATE
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
MRC OF FLEMING ISLAND, INC.

ARTICLE ONE: NAME

The name of this corporation is **MRC of Fleming Island, 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, commencing on the date of execution of these Articles.

ARTICLE FIVE: INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 5000 US Highway 17, Orange Park, Florida 32003 and the name of the initial registered agent of this corporation at that address is Deborah Ballard. 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 12th November, 2001.

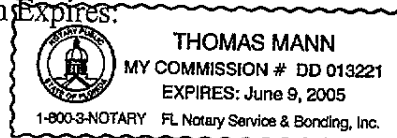
 (SEAL)
NINA SOILEAU, as Incorporator

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 Fleming Island, 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 12th November, 2001.


NOTARY PUBLIC - STATE OF FLORIDA
Commission Number:
My Commission Expires:



**CERTIFICATION OF ACCEPTANCE
of
REGISTERED AGENT DESIGNATION**

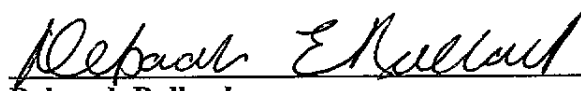
MRC of Fleming Island, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Deborah Ballard, do hereby consent to serve as Registered Agent for MRC of Fleming Island, Inc. Signed this 14 day of November, 2001.

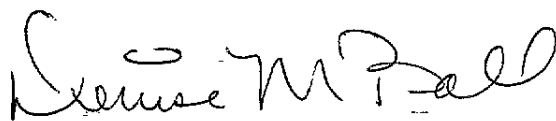

Deborah Ballard
Registered Agent

STATE OF FLORIDA }
COUNTY OF Clay }

PERSONALLY BEFORE ME, the undersigned Officer duly authorized to administer oaths and take acknowledgments, appeared Deborah Ballard, 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 Fleming Island, 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 14 day of November, 2001.

NOTARY PUBLIC - STATE OF FLORIDA
DENISE M. BALL
COMMISSION # CC760637
EXPIRES 7/18/2002
BONDED THRU ASA 1-888-NOTARY1


NOTARY PUBLIC - STATE OF FLORIDA
Commission Number:
My Commission Expires:

{NOTARIAL SEAL}