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From: Account Name : JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURNS, P.A.  
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FLORIDA PROFIT CORPORATION OR P.A.

PROVISE MANAGEMENT COMPANY, INC.

Certificate of Status	1
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PS 1/14/02

ARTICLES OF INCORPORATION  
OF  
PROVISE MANAGEMENT COMPANY, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - Name and Address

The name of this corporation is PROVISE MANAGEMENT COMPANY, INC. The mailing address of the corporation is 611 Druid Road, Suite 105, Clearwater, Florida 33756, and the address of the corporation's principal office is 611 Druid Road, Suite 105, Clearwater, Florida 33756.

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ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Capital Stock

This corporation is authorized to issue 200,000 shares of common stock, which shall be designated as "Common Shares." The par value of each share of stock shall be \$0.0001.

ARTICLE IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 611 Druid Road, Suite 105, Clearwater, Florida 33756, and the name of the initial registered agent of this corporation at that address is LUCAS PREWETT.

ARTICLE V - Incorporator

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

<u>Name</u>	<u>Address</u>
LUCAS PREWETT	611 Druid Road Suite 105

Prepared By:

A.R. Neal, Esquire  
Johnson, Blakely, Pope, Bokor,  
Ruppel & Burns, P.A.  
911 Chestnut Street  
Clearwater, Florida 33756  
FL Bar No. 0369152  
(727) 461-1818

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Clearwater, Florida 33756

ARTICLE VI - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned incorporator has executed these Articles of Incorporation this 11<sup>th</sup> day of January, 2002.

  
\_\_\_\_\_  
LUCAS PREWETT

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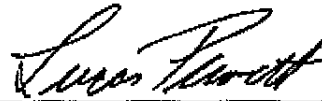
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CERTIFICATE DESIGNATING REGISTERED AGENT  
AND STREET ADDRESS FOR SERVICE OF PROCESS  
WITHIN FLORIDA

Pursuant to Fla. Stat. §48.091, PROVIDE MANAGEMENT COMPANY, INC., desiring to organize under the laws of the State of Florida, hereby designates LUCAS PREWETT, located at 611 Druid Road, Suite 105, Clearwater, Florida 33756, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.



LUCAS PREWETT

257445.01

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Prepared By:

A.R. Neal, Esquire  
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