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George N. Klimis, P.A.

Attorney at Law

♦ L.L.M. Taxation ♦

June 3, 2002

Secretary of State
Division of Corporations
Corporate Records Bureau
409 East Gaines Street
Tallahassee, FL 32399

300006258569--1
-07/08/02--01085--005
*****78.75 *****78.75

Re: ITM Tropicare East Bay, Inc.

Dear Sir:

Please find enclosed two (2) original Articles of Incorporation for the above proposed corporation. Also, I have enclosed my firm's check in the amount of \$78.75 for filing of the same.

Upon processing and filing the original Articles of Incorporation, please endorse your approval on the duplicate copy of the Articles and forward the endorsed copy to my office to be placed in my client's corporate book.

If you have any questions or comments regarding the enclosed documents, please contact my office by telephone rather than returning the same.

Thank you for your attention in this matter.

Sincerely,

GEORGE N. KLIMIS, P.A.

By: 

George N. Klimis, Esquire

GNK/ab

Enclosures: As referenced above

FILED
2002 JUL 19 PM 2:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

W25
W02-19920

23 E. Tarpon Avenue, Tarpon Springs, Florida 34689
Phone: 727-943-9551 * Fax: 727-943-9081

18 7/22/02



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED

2002 JUL 19 PM 2:50

SECRETARY OF STATE
TALLAHASSEE FLORIDA

July 10, 2002

GEORGE N. KLIMIS, ESQUIRE
23 E. TARPON AVENUE
TARPON SPRINGS, FL 34689

SUBJECT: ITM TROPICARE EAST BAY, INC.
Ref. Number: W02000019920

We have received your document for ITM TROPICARE EAST BAY, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 702A00042922

EFFECTIVE DATE

7/16/02

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF**

ITM TROPICARE EAST BAY, INC.

ARTICLE 1: NAME AND ADDRESS

The name of this Corporation is **ITM TROPICARE EAST BAY, INC.** The address of the principal office of this Corporation shall 1803 Craven Street, Seffner, Florida 33584 and the mailing address of the Corporation shall be 1803 Craven Street, Seffner, Florida 33584.

ARTICLE 2: DURATION

This Corporation shall exist perpetually. In accordance with Section 607.0203, the date when existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE 3: PURPOSE

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

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 7500 shares of \$1.00 par value common stock.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 23 East Tarpon Avenue, Tarpon Springs, Florida 34689, and the name of the initial registered agent of this Corporation at that address is **GEORGE N. KLIMIS**.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have two (2) Directors. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this Corporation is:

<u>Name</u>	<u>Address</u>
Timothy W. Hughes	3197 Sanibel Avenue Spring Hill, Florida 34607
William Newman	1803 Craven Street Seffner, Florida 33584

ARTICLE 7: INCORPORATOR

The name and address of each person signing these Articles is:

<u>Name</u>	<u>Address</u>
George N. Klimis	23 East Tarpon Avenue Tarpon Springs, FL 34689

ARTICLE 8: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustment to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of the issue bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within thirty days of his receipt of written notice from this Corporation inviting him to exercise such right.

ARTICLE 9: INDEMNIFICATION

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

ARTICLE 10: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 11: AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16 day of July, 2002.

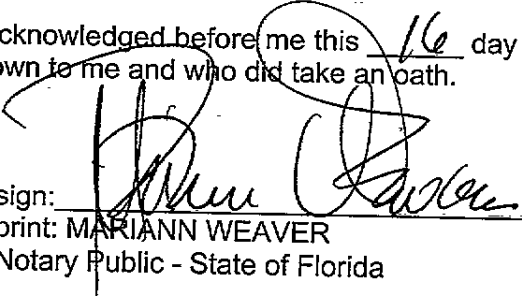


GEORGE N. KLIMIS

**STATE OF FLORIDA
COUNTY OF PINELLAS**

The foregoing Articles of Incorporation were acknowledged before me this 16 day of July, 2002, by GEORGE N. KLIMIS who is personally known to me and who did take an oath.

MARIANN WEAVER
Notary Public, State of Florida
My comm. exp. Mar. 19, 2004
Comm. No. CC919763

sign: 
print: MARIANN WEAVER
Notary Public - State of Florida

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 16 day of July, 2002.



GEORGE N. KLIMIS

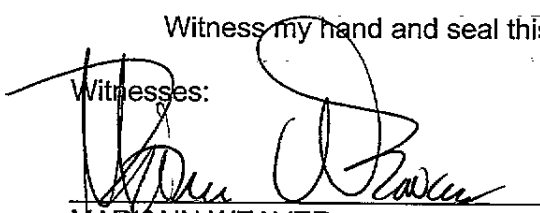
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ASSIGNMENT OF INCORPORATOR'S SUBSCRIPTION

The undersigned, in consideration of \$10.00 and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, hereby sells, assigns and transfers and sets unto **Timothy W. Hughes** and **William Newman** all of their right, title and interest, if any, as incorporator of the Corporation.

Witness my hand and seal this 16 day of July, 2002.

Witnesses:


MARIANN WEAVER


AMBER BROWN


GEORGE N. KLIMIS