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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 060204 82466A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 21, 2003

ORDER TIME : 10:0 AM

ORDER NO. : 060204-005

CUSTOMER NO: 82466A

CUSTOMER: Joseph M. Mason, Jr., Esq
Mcgee & Mason, P.a.

101 South Main Street

Brooksville, FL 34601

DOMESTIC FILING

NAME: MIRACLE OF CRYSTAL RIVER, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
OF
MIRACLE OF CRYSTAL RIVER, INC.**

03 APR 21 PM 12:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

The undersigned incorporator desires to form a general business corporation under the laws of the State of Florida, including, but not limited to, Chapter 607, *Florida Statutes*, and, by execution of these Articles of Incorporation, does hereby accept all of the rights, privileges, benefits, and obligations conferred and imposed by said laws, and, further, does hereby adopt these Articles of Incorporation as the Charter of the Corporation hereby organized.

**ARTICLE I
NAME**

Section 1.1 **Designation**. The name of the Corporation shall be MIRACLE OF CRYSTAL RIVER, INC., and said name shall be so registered with the Florida Department of State, Division of Corporations.

**ARTICLE II
DURATION**

Section 2.1 **Perpetual Existence**. This Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Florida Department of State, Division of Corporations.

**ARTICLE III
PURPOSES AND POWERS**

Section 3.1 **Purposes**. This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a corporation organized under Chapter 607, *Florida Statutes*, the Florida General Corporation Act, as in effect from time-to-time.

Section 3.2 **Powers**. The Corporation shall have all the powers set forth in Chapter 607, *Florida Statutes*, the Florida General Corporation Act, as in effect from time-to-time, including, but not limited to, the following powers:

3.2.1 **Structures and Personal Property**. To construct, erect, repair, and remodel buildings and structures of all types for itself and others; and to manufacture,

purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest, trade, and deal in and with, goods, wares, merchandise, personal property, and services of every class, kind and description.

3.2.2 **Agent**. To act as broker, agent, or factor for any person, firm or corporation.

3.2.3 **Real and Personal Property**. To purchase, lease, or otherwise acquire real and personal property and leaseholds thereof and interests therein, and to own, hold, manage, develop, improve, equip, maintain, and operate, and to sell, convey, exchange, lease, or otherwise alienate and dispose of, and to mortgage, pledge, or otherwise encumber any and all such property and any and all legal and equitable rights thereunder and interests therein.

3.2.4 **Borrow and Mortgage**. To borrow or raise money for any of the purposes and permitted activities of the Corporation, and from time-to-time without limit as to amount to draw, make, accept, endorse, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable and non-negotiable instruments and evidences of indebtedness; and to secure payment thereof and of any interest therein by mortgage, pledge, creation of a security interest, conveyance, or other assignment in trust, in whole or in part, of the assets of the Corporation, real, personal, or mixed, including contract rights, whether at the time owned or thereafter acquired.

3.2.5 **Guarantee**. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of any class or series of the capital or preferred stock of or any bonds, promissory notes, security, or other evidences of indebtedness created by any other corporation of the State of Florida or of any other state or government, and to exercise all of the rights, powers, and privileges arising therefrom, including the right to vote with regard to the affairs of such other corporation.

3.2.6 **Contracts**. To enter into, make, perform, and carry out contracts, agreements, and arrangements of every sort and kind which may be necessary or convenient for the business of the Corporation with any person, firm, corporation, association, or syndicate or with any private, public, or municipal body existing under the law of any local, state, or national government, so far as or to the extent that the same may be done or performed pursuant to law.

3.2.7 **Partner**. To enter into or become a partner in any agreement for sharing profits, union of interests, cooperation, joint venture, or otherwise with any person, firm, or corporation now carrying on or about to carry on any business which this Corporation has the direct, indirect, or incidental authority to pursue.

3.2.8 **Restrictive Covenants**. To include in its Bylaws any regulatory or restrictive provisions relating to the proposed sale, transfer, or other disposition of any of its outstanding stock by any of its Stockholders, including by death or operation of law. The manner and form as well as all relevant terms, conditions, and details of such

provisions shall be determined by the Stockholders of the Corporation; provided, however, that no such provision shall affect the rights of third parties without actual knowledge thereof, unless such provision or notice thereof is noted upon the certificate evidencing ownership of the stock for which disposition is sought.

3.2.9 **Same as Natural Persons.** In general, to do any and all of the acts and things herein set forth to the same extent as natural persons could do in any part of the world as principal, factor, agent, contractor, broker, or otherwise, either alone or in company with any entity or individual; to establish one or more offices, both within the State of Florida and in any part or parts of the world, at which meetings of stockholders and directors may be held and all or any part of the Corporation's business may be conducted; and to exercise all or any of its corporate powers and rights in the State of Florida and in any and all other states, territories, districts, dependencies, colonies, or possessions in the United States of America and in any foreign country.

3.2.10 **All Legal Acts.** To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, to the fullest extent permitted by law.

Section 3.3 **Prohibited Activities.** Notwithstanding any other provision of this Article III, the Corporation may not operate: a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph, or cemetery company; a building and loan, mutual fire insurance, or other cooperative association; a fraternal benefit society; or a state fair or exposition.

ARTICLE IV

CAPITAL STOCK AND DIVIDENDS

Section 4.1 **Capital Stock.** The amount of capital stock which the Corporation is authorized shall be Ten Thousand (10,000) shares of Capital Stock having a par value of One Dollar (\$1.00) per share payable in lawful money of the United States of America or in other property, tangible or intangible, or in labor or services actually performed for the Corporation at a just valuation to be fixed by the Board of Directors or the stockholders of the Corporation. The authorized and/or issued Capital Stock of the Corporation may at any time be increased or decreased as provided by the laws of Florida.

Section 4.2 **Eligible Owners.** Only individuals licensed to practice law, in Florida, and employed by the Corporation, are eligible to own shares of the Capital Stock (either Class A Stock or Class B Stock) of the Corporation, or any instrument convertible into same.

Section 4.3 **Voting Rights.** Each share of issues and outstanding Class A Stock shall be entitled to one (1) vote, and each share of issued and outstanding Class B Stock shall be entitled to five (5) votes on each issue considered by the Stockholders and on which all classes of Capital Stock are eligible to vote. Unless otherwise specifically provided in these Articles of Incorporation, both

Class A Stock and Class B Stock shall be eligible to vote on all issues properly brought to the Stockholders for a vote.

Section 4.4 **Options and Warrants.** The Board of Directors may, from time-to-time and upon such terms as it may determine, cause to be issued or granted such options, warrants, or other rights to purchase authorized but unissued shares of the Capital Stock (including Class A Stock and Class B Stock) of the Corporation, or shares thereof held as Treasury Shares by the Corporation, and upon such terms, as it, in its sole discretion, deems advisable.

Section 4.5 **Dividends.** The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash or in property solely out of the unreserved and unrestricted earned retained earnings of the Corporation, and dividends payable in shares of the Capital Stock of the Corporation solely out of any unreserved and unrestricted retained earnings of the Corporation, as provided by Florida law. All declared dividends shall be paid one-half ($\frac{1}{2}$) to the holders of Class A Stock and one-half ($\frac{1}{2}$) to holders of Class B Stock; provided, however, that the holders of either Class A Stock or Class B Stock may waive payment of a dividend to their respective Class, upon a two-thirds ($\frac{2}{3}$) vote of the holders thereof. No dividend payable in shares of the Capital Stock may result in the issuance of shares of either Class A Stock or Class B Stock on or by reference to shares of the other.

Section 4.6 **Entitlement to Residual Value of Assets.** In the event the Corporation is dissolved, and after the winding up of the affairs of the Corporation has been completed, and all of the Corporation's debts and expenses have been paid, the holders of the Class A Stock of the Corporation shall be entitled to distribution of that portion of the residual value of the assets of the Corporation equal to one-half ($\frac{1}{2}$) of said residual value multiplied by the number of each such holder's shares of Class A Stock and divided by the authorized number of shares of Class A Stock, regardless of whether all of same are issued and/or outstanding; and the holders of the issued and outstanding shares of the Corporation Class B Stock shall be entitled to distribution of the remainder of the Corporation's assets, and/or the residual value thereof.

ARTICLE V

CLASSES AND SERIES OF SHARES PROHIBITED

Section 5.1 **No Classes or Series of Stock.** The shares of Capital Stock of the Corporation may not be divided into either classes or series.

ARTICLE VI

ISSUANCE OF SHARES, CONVERTIBLE OBLIGATIONS, OPTIONS, AND WARRANTS

Section 6.1 **No Preemptive Rights.** No holder of any of the shares of the Capital Stock of the Corporation shall have any pre-emptive or preferential right of subscription to any new or additional issue of;

6.1.1 **Shares of Stock.** Shares of the Capital Stock of the Corporation, regardless of whether now or hereafter authorized;

6.1.2 **Convertible Obligations.** Obligations convertible into shares of the Capital Stock of the Corporation regardless of whether same are now or hereafter authorized; or

6.1.3 **Rights, Options, and Warrants.** Rights, options, or warrants to purchase shares of the Capital Stock of the Corporation regardless of whether same are now or hereafter authorized.

Section 6.2 **Discretionary Subscription Rights.** Nothing herein shall prohibit the Stockholders, in their discretion, from time-to-time and at such price or on such other terms as they may deem appropriate, from granting subscription rights to holders of the Capital Stock of the Corporation, or to holders of obligations convertible into or rights, options, or warrants to purchase, the Capital Stock of the Corporation, or to the holders of all of same, in any proportion or mix as the Stockholders, in their sole discretion, shall determine.

Section 6.3 **Convertible Obligations, Options, and Warrants.** The Stockholders are specifically authorized to issue obligations convertible into authorized but unissued shares of the Corporation's Capital Stock, or shares thereof held as Treasury Shares by the Corporation.

6.3.1 **Definition.** As used herein, the expression "convertible obligations" shall include any notes, bonds, or other evidences of indebtedness to which are attached or with which are issued options, warrants, or other rights to purchase or to otherwise convert said obligations into Capital Stock of the Corporation.

6.3.2 **Grant.** The Stockholders are hereby expressly authorized, in their discretion and in connection with the issuance of any Convertible Obligations or Capital Stock of the Corporation (but without intending hereby to limit their general power so to do in any other case), to grant rights, warrants, or options to purchase Capital Stock of the Corporation upon such terms and during such periods as the Stockholders shall determine, and to cause such rights, warrants, or options to be evidenced by such instruments as they may deem advisable.

ARTICLE VII INITIAL CORPORATE ADDRESS AND **INITIAL REGISTERED OFFICE AND AGENT**

Section 7.1 **Initial Business Address.** The initial street address of the principal place of business of the Corporation is 4007 Twingate Avenue, Brooksville, Florida 34601.

Section 7.2 **Registered Address and Agent.** The street address of the initial registered office of the Corporation is 101 South Main Street, Brooksville, Florida 34601-3336, and the name of the initial Registered Agent of the Corporation at that address is Joseph M. Mason, Jr., Esquire.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

Section 8.1 **Designation.** This Corporation shall have four (4) Directors initially. The number of directors may be either increased or decreased from time-to-time by action in accordance with the Bylaws of the Corporation as from time-to-time adopted by the Board of Directors. The names and addresses of each of the initial Directors of the Corporation, each of whom shall serve until their respective successor is elected and has qualified pursuant to the Bylaws of the Corporation, are:

JAMES L. ALIOTTA
4007 Twingate Avenue
Brooksville, Florida 34601

JENNIFER D. ALIOTTA
4007 Twingate Avenue
Brooksville, Florida 34601

PAULA K. DRANKWALTER
4007 Twingate Avenue
Brooksville, Florida 34601

RICHARD DRANKWALTER
4007 Twingate Avenue
Brooksville, Florida 34601

ARTICLE IX
INCORPORATION

Section 9.1 **Incorporator.** The name and mailing address of the Incorporator of this Corporation, who has executed these Articles of Incorporation, is:

Joseph M. Mason, Jr.
Post Office Box 1900
Brooksville, Florida 34605-1900

ARTICLE X
INDEMNIFICATION

Section 10.1 **Officers, Directors, and Employees.** The Corporation, by the adoption of appropriate provisions in its Bylaws, may indemnify any officer, director, or employee of the Corporation, or any former officer, director, or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act.

ARTICLE XI
AMENDMENT

Section 11.1 **Procedure.** Unless otherwise set forth herein, the Corporation reserves the right, in accordance with the Florida General Corporation Act, to amend, alter, modify, or repeal any

provision or provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Stockholders is subject to this reservation.

ARTICLE XII
GOVERNANCE OF THE INTERNAL AFFAIRS OF THE CORPORATION

Section 12.1 **Regulation of Business and Affairs.** For the regulation of the business and for the conduct of the affairs of the Corporation, and to create, divide, limit, and regulate the powers of the Corporation, of the Directors, and of the Stockholders, provision is made as follows:

12.1.1 **Consideration for Stock.** The Board of Directors of the Corporation, in its sole discretion, except as the Stockholders may otherwise from time-to-time specifically and expressly provide or direct, shall have the authority to fix the consideration for which the shares of Capital Stock of the Corporation may be issued or other disposition thereof made, and to provide when and how such consideration shall be paid.

12.1.2 **Meetings.** Meetings of the Incorporators, of the Stockholders, and of the Directors of the Corporation, or any committees of any of same, for all purposes, may be held at any place, either inside or outside of the State of Florida, and Members of any such group may be counted in attendance at such meeting and may participate fully therein from locations other than that of the meeting through the use of communications equipment which will allow all participants therein to at all times hear all other participants therein.

12.1.3 **Corporate Powers.** All corporate powers, including the sale, mortgage, hypothecation, and pledge of the whole or any part of the corporate property shall be exercised by the Stockholders in their sole discretion, except as otherwise specifically and expressly provided by law.

12.1.4 **Use of Corporate Funds.** The Stockholders shall have the power to fix and determine and vary the amount of the working capital of the Corporation and direct and determine the use and disposition of any surplus or net profits over and above the paid-in capital of the Corporation, and in its discretion the Stockholders may use and apply any such surplus or accumulated profits in purchasing or acquiring bonds or other obligations of the Corporation or shares of its own Capital Stock to such extent, in such manner, and upon such terms as the Stockholders in their sole discretion deems expedient.

12.1.5 **Compensation.** The Stockholders shall have the power to fix the compensation by way of fees, salaries, bonuses, pensions, profit sharing contributions, or otherwise, or any mix of one or more or all of same, of the employees, agents, officers, and directors, all or each of them, in such sum, form and amount, and pursuant to such contracts as may seem reasonable, in and by its sole discretion.

12.1.6 **Executive Committee.** The Board of Directors may designate from among their number an executive committee which, in the intervals between

ARTICLE XIII
AUTHORITY TO MAKE SUBCHAPTER-S ELECTIONS

Section 13.1 **Subchapter-S Election.** The authority of the stockholders and directors of the Corporation from time-to-time to make such elections as are allowed by Sections 1361, *et. seq.* (Subchapter-S) of the Internal Revenue Code, as may be allowed thereby, is hereby confirmed.

IN WITNESS WHEREOF, the above-named incorporator has hereunto subscribed his name on April 18, 2003.



JOSEPH M. MASON, JR.
Incorporator


STATE OF FLORIDA
COUNTY OF HERNANDO

BEFORE ME, the undersigned officer, on April 18, 2003, personally appeared **JOSEPH M. MASON, JR.**, to me well known and well known to me to be the person described in and who subscribed his name to the foregoing Articles of Incorporation of MIRACLE OF CRYSTAL RIVER, Inc., and he acknowledged before me that he executed said Articles of Incorporation for the uses and purposes therein expressed.

My Commission Expires:



Kimberly S Martin
My Commission DD154032
Expires September 29, 2006

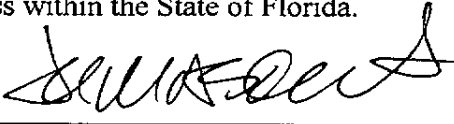


Kimberly S. Martin (Printed Name)
Notary Public, State of Florida

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, *Florida Statutes*, the following is submitted:

MIRACLE OF CRYSTAL RIVER, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 4007 Twingate Avenue, Brooksville, Florida 34601, has named Joseph M. Mason, Jr., located at 101 South Main Street, Brooksville, Florida, 34601-3336, as its agent to accept service of process within the State of Florida.

Signature: 
JOSEPH M. MASON, JR.

Title: Incorporator

Date: 4/18/03

ACCEPTANCE OF RESIDENT AGENT

Having been named as resident agent to accept service of process for MIRACLE OF CRYSTAL RIVER, INC., at the place designated in this certificate, I hereby agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as such officer.

Signature: 
JOSEPH M. MASON, JR.

Date: 4/18/03

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03 APR 21 PM 12:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA