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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : LATHAM, SHUKER, BARKER, EDEN & BEAUDINE, LLP  
Account Number : I20000000025  
Phone : (407) 481-5800  
Fax Number : (407) 481-5801

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**MARKET DOCTORS FLORIDA, INC.**

Certificate of Status	1
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
MARKET DOCTORS FLORIDA, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

The name of this corporation is MARKET DOCTORS FLORIDA, INC.

**ARTICLE II  
DURATION**

This corporation shall have perpetual existence, commencing on the date of filing of these Articles with the Secretary of State of the State of Florida.

**ARTICLE III  
PURPOSE**

This corporation is organized for the following purposes:

- A. To transact any and all lawful business.
- B. To do all and everything necessary and proper for the accomplishment of any of the purposes of the corporation or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and, in general, either alone or in association with other corporations, individuals or entities, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or objectives of this corporation.
- C. The foregoing paragraphs shall be construed as enumerating both objectives and purposes of this corporation and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

**ARTICLE IV  
POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

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## **ARTICLE V CAPITAL STOCK**

A. The corporation is authorized to issue one thousand (1000) shares of \$10.00 par value common stock, which shall be designated as "common shares."

B. Except as otherwise provided by law or in the bylaws of the corporation, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

## **ARTICLE VI ADDRESS**

The initial street address of the principal office of this corporation is 7815 North Dale Mabry Highway, Suite 208, Tampa, Florida 33614, and the name and address of the initial registered agent of this corporation is JENNIFER S. EDEN whose address is 390 North Orange Avenue, Suite 600, Orlando, Florida 32801. The Board of Directors may from time to time move the principal registered office to any other address in Florida or change the corporation's registered agent.

## **ARTICLE VII DIRECTORS**

The business and affairs of the corporation shall be managed by a Board of Directors consisting of not less than one person. The number of directors may be increased or diminished from time to time by the bylaws.

## **ARTICLE VIII INITIAL DIRECTORS**

The names and addresses of the initial members of the Board of Directors are:

James Drury	7815 North Dale Mabry Highway Suite 208 Tampa, Florida 33614
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Deborah Drury	7815 North Dale Mabry Highway Suite 208 Tampa, Florida 33614
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## **ARTICLE IX INCORPORATORS**

The name and address of the person signing these Articles of Incorporation is:

Jennifer S. Eden

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390 North Orange Avenue, Suite 600  
Orlando, Florida 32801

## **ARTICLE X OFFICERS**

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents of the corporation as the Board may deem desirable and proper, and may take such action not inconsistent with the Articles of Incorporation and the bylaws of the corporation and the laws of the State of Florida as such Board may deem advisable for the conduct and operation of the business of the corporation. The following persons shall be officers of the corporation until the first meeting of the Board of Directors:

President:	James Drury
Vice President:	John Blanc
Secretary /Treasurer:	Deborah Drury

## **ARTICLE XI BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter, or amend any bylaws adopted by the Board of Directors. The shareholders reserve the power to adopt bylaws and to prescribe in any bylaws that such bylaws shall not be altered, amended, or repealed by the Board of Directors.

## **ARTICLE XII MEETINGS**

Meetings of shareholders and directors, including the time, place and manner of calling such meetings, shall be fixed by the bylaws of the corporation.

## **ARTICLE XIII AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. All amendments shall be either proposed by the Board of Directors or the Shareholders, and approved at a Shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of Shareholders are subject to this reservation.

**IN WITNESS WHEREOF**, I have hereunto executed my hand and seal at Orlando,

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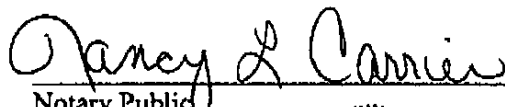
Florida, these Articles of Incorporation this 5<sup>th</sup> day of September, 2007.

  
\_\_\_\_\_  
Jennifer S. Eden, Incorporator

**STATE OF FLORIDA  
COUNTY OF ORANGE**

BEFORE ME, the undersigned authority, personally appeared JENNIFER S. EDEN, who is to me personally well known and does not require identification, to be the person described in and who subscribed the above articles of incorporation, and she did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Orlando, Orange County, Florida this 5<sup>th</sup> day of September, 2007.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires



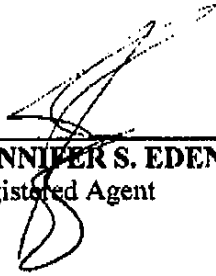
**Nancy L. Carrier**  
Commission # DD520005  
Expires March 8, 2010  
Standard Tray Plate • 10x10mm, No. 800-886-7018

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN SUCH 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

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REGISTERED AGENT.

  
JENNIFER S. EDEN  
Registered Agent

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared JENNIFER S. EDEN, who is to me personally well known and does not require identification, to be the person described in and who subscribed the acceptance by registered agent designating place of business or domicile for the service of process within Florida naming agent upon whom process may be served, and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Orlando, Orange County, Florida, this 5<sup>th</sup> day of September, 2007.

  
NOTARY PUBLIC  
MY COMMISSION EXPIRES:



Nancy L. Carrier  
Commission # 00520005  
Expires March 8, 2010  
Notary Public - Florida, Inc. 800-433-7010

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