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January 24, 1995

BY FEDERAL EXPRESS

Division of Corporations
Department of State
The Capitol
Room 2002, North Monroe
Tallahassee, FL 32310-8047

Re: MC OF PINELLAS, INC.


Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation and an original Certificate of Designation of Registered Agent for the above-named corporation. Please file the originals and return a certified copy of the Articles to me.

Also enclosed is a check in the amount of \$122.50, representing the filing fee of \$35.00, certified copy fee of \$52.50, and a registered agent fee of \$35.00.

Thank you for your assistance and cooperation in this matter.

Sincerely yours,


NANCY G. FARAGE

NGF:mkg

Enclosures

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FILED
1995 JAN 30 AM 11:55
TALLAHASSEE, FLORIDA

PROB
2/02/95
995-8785

ARTICLES OF INCORPORATION
OF
MC OF PINELLAS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be:

MC OF PINELLAS, INC.

ARTICLE II

NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having a par value of one dollars (\$1.00) per share.

ARTICLE IV

TERM OF EXISTENCE

This corporation is to exist perpetually.

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1995 JAN 30 AM 11:55
TALLAHASSEE, FLORIDA

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 15201 Roosevelt Boulevard, Suite 103, Clearwater, FL 34620, and the name of the initial registered agent of this corporation at that address is Marion Davidson.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws adopted by the shareholders. The name and address of the initial director of this corporation are:

<u>Name</u>	<u>Address</u>
Marion Davidson	15201 Roosevelt Boulevard Suite 103 Clearwater, FL 34620

ARTICLE VII

SUBSCRIBERS

The name and post office address of the subscriber to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Marion Davidson	15201 Roosevelt Boulevard Suite 103 Clearwater, FL 34620

ARTICLE VIII

BY-LAWS

The Board of Directors is authorized to adopt By-Laws, including provisions governing the issuance of stock certificates

to replace lost or destroyed stock certificates and provisions prohibiting the transfer of the stock of the corporation and of the preemptive rights to such stock, provided such By-Laws are not contrary to the laws of the State of Florida.

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders and approved at a stockholders' meeting by a majority, or such greater number as may be specified in the By-Laws, of the shares of stock entitled to vote thereon unless all the directors and the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation, this 24th day of January, 1995.


MARION DAVIDSON

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Marion Davidson, who is personally known to me ~~or who has produced~~ _____ ~~as identification~~, and who is known to me to be

the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid this 24th day of January, 1995.

Randi M. Langas
NOTARY PUBLIC
Print Name: RANDI M. LANGAS
My commission expires:



RANDI M LANGAS
My Commission CC297887
Expires Jun. 28, 1997
Bonded by ANB
800-852-5878

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the law of the state of Florida, submits the following statement in designating the registered agent, in the state of Florida.

1. The name of the corporation is: MC OF PINELLAS, INC.

2. The name and address of the registered agent and office is:

Marion Davidson
(NAME)
15201 Roosevelt Boulevard, Suite 103
(P.O. BOX NOT ACCEPTABLE)
Clearwater, FL 34620
(CITY/STATE/ZIP)

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1995 JAN 30 AM 11:55
TALLAHASSEE, FL

SIGNATURE Marion Davidson
(corporate officer)

TITLE President

DATE 1-24-95

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH 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 REGISTERED AGENT.

SIGNATURE Marion Davidson

DATE 1-24-95

REGISTERED AGENT FILING FEE: \$35.00