

1201 HAYS STREET
TALLAHASSEE, FL 32301
901-222-9171
901-222-0393 FAX

800-342-8086



networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

P950000 29094

ACCOUNT NO. : 072100000032

REFERENCE : 578915 8952A

AUTHORIZATION :

Patricia Pijets

COST LIMIT : \$ 70.00

ORDER DATE : April 12, 1995

ORDER TIME : 8:42 AM

ORDER NO. : 578915

CUSTOMER NO: 8952A

4000001455444

CUSTOMER: Thomas P. Altman, Esq
THOMAS P. ALTMAN, ESQ

5628 Main Street
New Port Richey, FL 34652

DOMESTIC FILING

NAME: MKG CARE, INC.

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

95 APR 13 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

DP
4/13

ARTICLES OF INCORPORATION
OF
MKG CARE, INC.

FILED
95 APR 13 AMI:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MKG CARE, INC.

The address of the principal office of this corporation shall be 6025 Trouble Creek Road, New Port Richey, Florida 34653, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Mays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Information Services, Inc.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Susan L. Morgan 602 North Mayo Drive
Dir. Crystal Beach, Florida 34681

George B. Morgan, III 6959 Oldgate Circle
Dir. New Port Richey, Florida 34655

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Susan L. Morgan Pres./Treas.	602 North Mayo Drive New Port Richey, Florida 34681
George B. Morgan, III V.Pres./Sec.	6959 Oldgate Circle New Port Richey, Florida 34655

ARTICLE VIII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Information Services, Inc.
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Information Services, Inc., has hereunto set their hand and seal of Corporation Information Services, Inc., on April 13, 1995.

CORPORATION INFORMATION SERVICES, INC.

By: Gail Shelby
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Information Services, Inc., a Florida corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statute.

CORPORATION INFORMATION SERVICES, INC.

By: Gail Shelby
Its Agent, Gail Shelby

CMV/dks

95 APR 13 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

5628 Main St., New Smyrna Beach,
Florida 34692-2636

Law Office Of
JAMES J. ALTMAN, SR.

Telephone 813/848-8435
Fax 813/847-2750

James J. Altman Sr.
Robert N. Altman
Thomas P. Altman

Attuned Certified in Wills, Trusts, and Estates

P95000029094

May 10, 1995

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

7000001487047
05/15/95--01017--006
*****35.00 *****35.00

ATTN: Sandra B. Mortham
Secretary of State

RE: P95000029094 Incorporation of MKG CARE, INC

Dear Ms. Mortham:

Enclosed herewith please find the Statement of Change of Registered Office and Registered Agent Form from MKG CARE, INC. Also enclosed herewith is a check in the amount of \$35.00 for the filing fee.

Thank you for your attention to this matter. If anything further is needed please contact my office.

Sincerely,

Robert N. Altman
Robert N. Altman

RNA/ar

Enclosures (2)

Statement of Change of Registered
Office and Registered Agent Form
Check for \$35.00

95 MAY 12 AM11:41
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RA Chg.

5/19
tB

Date Filed April 13, 1995

**STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT**

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: MKG CARE, INC.

2. The name and address of its present registered agent is:

CORPORATION INFORMATION SERVICES, INC.
1201 Hays Street
Tallahassee, Florida 32301

3. The name and street address to which its registered agent is to be changed is:
(P.O. BOX NOT ACCEPTABLE)

George B. Morgan, III

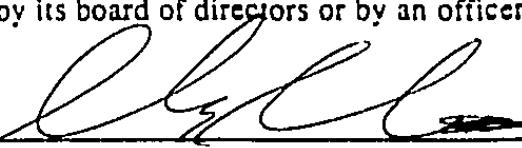
6025 Trouble Creek Road

New Port Richey, FL 34653

4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.

5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

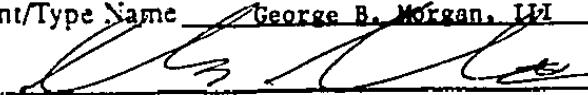
George B. Morgan, III, Vice President Signature
(Typed or printed name and title)


(George B. Morgan, III Vice President)

Date May 10, 1995

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 THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

Please Print/Type Name George B. Morgan, III

Signature 

Agent:

Date May 10, 1995

FILED
95 MAY 12 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA