

P950000 50043

TRANSMITTAL LETTER

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

Subject: Meridian Health Services of Clearwater Corporation

Enclosed is an original and one (1) copy of the articles of incorporation for the subject above, also enclosed is my check in the amount of \$122.50 for payment of the filing fee, Designation of Registered Agent, and for a Certified Copy.

Please mail the certified copy to me at the address below.

FROM:

Michael R. Hatmaker
2269 Beverly Lane
Clearwater, Florida 34624
Telephone No. (813) 530-7960

FILED
95 JUN 26 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

200001523292
-06/26/95--01075--016
***122.50 ***122.50

PAK
6/27

ARTICLES OF INCORPORATION
OF
MERIDIAN HEALTH SERVICES OF CLEARWATER CORPORATION

FILED
95 JUN 26 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation's existence shall be Meridian Health Services of Clearwater Corporation.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of manufacturing and marketing, engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 500 shares of common stock at \$1.00 per share par value.

ARTICLE V. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VI

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VII. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell or trade for value any shares of the capital stock of this corporation, without first offering such shares for sale to the other shareholders of record at a price or equal value at which such shares are offered to others. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to the other shareholders of record at their registered address, and open for acceptance by the other shareholders of record for a period of fifteen days from the date of mailing. If the other shareholders of record fail or refuse, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without further restrictions.

Each stock certificate issued by this corporation shall carry the legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be Two. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than One.

The name and address of each individual who shall serve as a member on the Initial Board Of Directors are:

Michael R. Hatmaker
2269 Beverly Lane
Clearwater, Florida 34624

John C. Kutch II
1480 Country Oaks Lane
Clearwater, Florida 34624

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTRATION OFFICE & AGENT

The address of this corporation's principal office shall be:
2269 Beverly Lane, Clearwater, Florida 34624.

The address of this corporation's initial registered office shall be: 2269 Beverly Lane, Clearwater, Florida 34624.

The name of the individual who shall serve as this corporation's initial registered agent at that address is Michael R. Hatmaker.

ARTICLE X. INCORPORATORS

The names and addresses of the individuals who shall serve as this corporation's incorporators are:

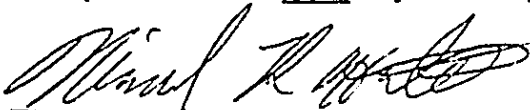
Michael R. Hatmaker
2269 Beverly Lane
Clearwater, Florida 34624

John C. Kutch II
1480 Country Oaks Lane
Clearwater, Florida 34624

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

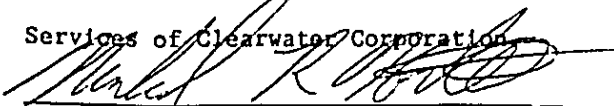
The undersigned incorporator has executed these Articles Of Incorporation this 23 day of June, 1995.



Michael R. Hatmaker - Incorporator

ACCEPTANCE OF RESIDENT AGENT

I hereby accept my designation as resident agent and agree to serve as the resident agent of Meridian Health Services of Clearwater Corporation. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Meridian Health Services of Clearwater Corporation.

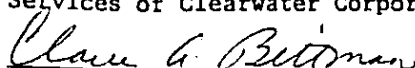


Michael R. Hatmaker - Registered Agent

State of Florida

County Of Pinellas

On June 23rd, 1995, Michael R. Hatmaker, designated above as the individual who shall serve as this corporation's initial registered agent and incorporator, personally appeared before me and signed and acknowledged signing these Articles Of Incorporation of Meridian Health Services of Clearwater Corporation.


Notary Public

