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P9500063100

ACCOUNT NO. : 0720000032
REFERENCE : 659050 806400

AUTHORIZATION :

COST LIMIT : 0

ORDER DATE : August 15, 1995

ORDER TIME : 11:45 AM

ORDER NO. : 659050

CUSTOMER NO: 806400

CUSTOMER: John V. Quinlan, Esq
LANE TROHN CLARKE BERTRAND
VREELAND & JACOBSEN, P.A.
P.O. Box 551

Bradenton, FL 34206

RECEIVED TALLAHASSEE
AUG 15 1995

EFFECTIVE DATE
AUG - 9 1995

DOMESTIC FILING

NAME: GERNAZIAN-HOOPER ACQUISITIONS,
INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Prezeau

EXAMINER'S INITIALS:

FILED
95 AUG 15 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN
AUG 16 1995

LAW OFFICES OF
LANE, TROHN, GROSECLOSE & QUINLAN

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ROBERT L. TROHN
JOHN K. VREELAND
DONALD H. WILSON, JR.

BRADENTON

Bradenton

A. H. LANE (RETIRED)

August 14, 1995

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

Re: **GERNAZIAN-HOOPER ACQUISITIONS, INC.**

Gentlemen:

Enclosed please find the original and a duplicate of Articles of Incorporation for a new Florida corporation to be known as **GERNAZIAN-HOOPER ACQUISITIONS, INC.** Your office advised us by telephone that this name is available for a Florida corporation. After examination, please file the original and return the duplicate to the undersigned duly certified to show the date of filing.

Please note that corporation existence is to begin on August 9, 1995.

Next, enclosed please find our firm check in the amount of \$122.50 to cover the filing fee of \$35.00, the fee for the certified copy of \$52.50, and the registered agent fee of \$35.00.

If there are any questions concerning the Articles, I would certainly appreciate your telephoning me collect at (813) 747-1871. Also, please advise me as soon as the Articles have been filed by telephoning me at the same number.

Thanking you for your usual cooperation, I am,

Very truly yours,

John V. Quinlan

JVQ:tpms
Enc.

EFFECTIVE DATE
AUG - 9 1995

**ARTICLES OF INCORPORATION
OF
GERNAZIAN-HOOPER ACQUISITIONS, INC.**

FILED
95 AUG 15 AM 8 41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Gernazian-Hooper Acquisitions, Inc.

ARTICLE II - MAILING ADDRESS

The mailing address of this corporation is 1315 Hooper Road, N.E., Bradenton, Florida 34202.

ARTICLE III - DURATION

This corporation shall have perpetual existence, commencing on August 9, 1995.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of voting common stock having a par value of \$ 0.10 per share.

**ARTICLE VI - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The street address of the initial registered is Suite 920, 1401 Manatee Avenue West, Bradenton, Florida 34205 and the name of the initial registered agent of this corporation at that office is John V. Quinlan.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of the corporation is or are:

Mr. George Hooper
1315 Hooper Road, N.E.
Bradenton, Florida 34202

Mr. William Gernatian
1144 Darlington Oak Drive, N.E.
St. Petersburg, Florida 33703

ARTICLE VIII - INCORPORATOR

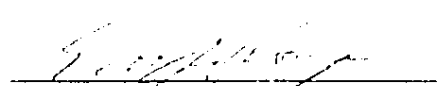
The name and address of the Incorporator is:

Mr. George Hooper
1315 Hooper Road, N.E.
Bradenton, Florida 34202

ARTICLE IX - INDEMNIFICATION

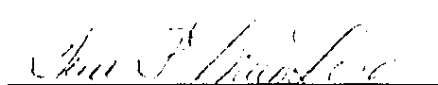
This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 11 day of Aug., 1995.

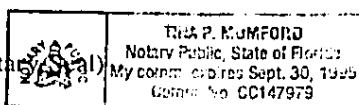

George W. Hooper

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing Articles of Incorporation were acknowledged before me this 11th day of August, 1995, by George W. Hooper.


NOTARY PUBLIC, State of Florida
at Large
My Commission Expires: _____
Print Name _____

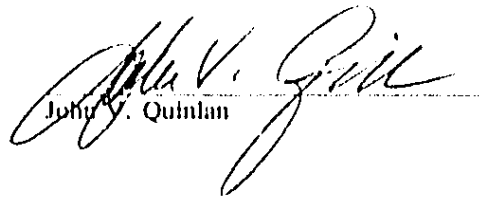
(Affix Notary Seal)



ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as

the Registered Agent for Gernazian Hooper Acquisitions, Inc., hereby accepts such appointment this
11 day of August, 1995.


John V. Quinlan

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95 AUG 15 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA