

P96000004486

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T. GLOFFREY HETRIN
KENNETH M. KIRSCHNER
JAMES L. MAIN
DAYLE PETHIE
JOHN T. HOOTERSON, III
MICHAEL G. TANNER

ONE INDEPENDENT DRIVE, SUITE 2000
JACKSONVILLE, FLORIDA 32202

MAILING ADDRESS:
POST OFFICE BOX 1550
JACKSONVILLE, FLORIDA 32201-1550
TELEPHONE (904) 384-4141 FACSIMILE (904) 388-2190

HOWARD L. ALFORD
WYMAN H. DUGGAN
JOHN F. GERMANY, JR.
DEBORAH L. GREENE
KEENE J. HENDERSON, JR.
ERIC B. KOLAN
JULIE LUTEN SCHILBRACH
CHARLES B. McCALL
ANN K. VINING
CHERYL LYNN VIRTA
ALAN B. WACHS

January 10, 1996

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301-6327

0000016868143
-01/11/96--01056--005
*****70.00 *****70.00

Re: M.K.2. of Jacksonville, Inc.

EFFECTIVE DATE
1-10-96

Ladies and Gentlemen:

Enclosed are the Articles of Incorporation, Certificate Designating Registered Agent and our firm's check in the amount of \$70.00 for the filing of these documents for the above-referenced corporation.

If you have any questions about the filing, please feel free to contact me at the above telephone number.

Sincerely yours,

Robin Loel Clark

Robin Loel Clark

Enclosures

cc: Alan S. Wachs, Esquire (w/out encl.)
Anthony J. Lisi (w/encl.)

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ARTICLES OF INCORPORATION

OF

M.K.2. OF JACKSONVILLE, INC.

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The undersigned does hereby certify her intention to form a corporation under and by virtue of the laws of the State of Florida, and further certifies that:

ARTICLE I - NAME

The name of the Corporation is M.K.2. of Jacksonville, Inc., and the principal business address of the Corporation is 12536 Jeremy's Landing Drive East, Jacksonville, Florida 32258.

ARTICLE II - COMMENCEMENT AND DURATION

Pursuant to Section 607.0203, Florida Statutes, the existence of the Corporation shall commence upon the date of execution of the Articles of Incorporation which is January 10, 1996, and shall be filed with the Department of State within five business days from said date. The Corporation is to exist perpetually.

ARTICLE III - PURPOSE

The general nature of the business or businesses to be transacted under this Certificate of Incorporation shall be:

To engage in any activity or business permitted under the laws of the United States and of the State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE IV - AUTHORIZED SHARES

A. Number. The aggregate number of shares that the corporation shall have the authority to issue is Nine Thousand (9,000) shares of Common Stock with a par value of \$.01 per share.

B. Initial Issue. Two Thousand (2,000) shares of the Common Stock of the Corporation shall be issued for cash at a par value of \$.01 per share.

C. Stated Capital. The sum of the par value of all shares of Common Stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

D. Dividends. The holder of the outstanding Common Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Common Stock of the Corporation.

E. No classes of stock. The shares of the Corporation are not to be divided into classes.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The Corporation's initial registered office is One Independent Drive, Suite 2000, Jacksonville, Florida, 32202, and the name of its initial registered agent at such address is Alan S. Wachs, Kirschner, Main, Petrie, Graham, Tanner & Demont, Professional Association.

ARTICLE VI - INCORPORATOR

The name and address of the initial Incorporator is as follows:

<u>Name</u>	<u>Address</u>
Robin L. Clark	Kirschner, Main, Petrie, Graham, Tanner & Demont One Independent Drive, Suite 2000 Jacksonville, Florida 32202

ARTICLE V - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. Directors need not be residents of the State of Florida. The initial Directors of the Corporation shall be Anthony J. Lisi and Thomas Hyde III.

ARTICLE VI - PREEMPTIVE RIGHTS

The holders of the Common Stock of this Corporation shall have the preemptive rights to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this Corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any present or former Officer or Director, or person exercising powers and duties of a Director, to the full extent now or hereinafter permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has subscribed to and executed these Articles of Incorporation this 10th day of January, 1996.



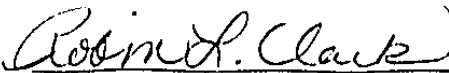
Robin L. Clark
Incorporator

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED,

In compliance with Section 48.091, Florida Statutes and pursuant to the provisions of Section 607.0501, Florida Statutes (1993), the following statement is submitted:

That M.K.2. of Jacksonville, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named Kirschner, Main, Petrie, Graham, Tanner & Demont, Professional Association as its agent to accept service of process within Florida.



Robin L. Clark
Incorporator

Date: January 10, 1996

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in this certificate, Kirschner, Main, Petrie, Graham, Tanner & Demont, Professional Association hereby accepts the appointment as registered agent and agrees to act in this capacity. Kirschner, Main, Petrie, Graham, Tanner & Demont, Professional Association further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as Registered Agent.

KIRSCHNER, MAIN, PETRIE, GRAHAM
TANNER & DEMONT, Professional
Association

By: 

Alan S. Wachs
Registered Agent

Date: January 10, 1996

P96000004486

Shabree, Bartlett & Floekin

ATTORNEYS AND COUNSELORS AT LAW
(A FORMAL PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS)

BARON L. BARTLETT, P.A.
R. R. CRAITREE, P.A.
T. GEOFFREY HEERIN, P.A.
SCOTT W. FALLAR
ANN KRUEGER SMITH
CHERYL LYNN VIRTA
ALAN S. WACHS

A. M. CRAITREE, JR.
(1924-1995)

REPLY TO:

Jacksonville

8375 DIX ELLIS TRAIL, SUITE 401
JACKSONVILLE, FLORIDA 32256
(904) 464-0665
TELECOPIER (904) 464-0554
TOLL FREE (888) 272-2873

50 NORTH A1A, SUITE 103
PONTE VEDRA BEACH, FLORIDA 32082
(904) 285-5299
TELECOPIER (904) 285-1640

November 27, 1996

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

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

300002019003--E
-12/04/96--01030--001
*****35.00 *****35.00

RE: Corporation: M.K.2. of Jacksonville, Inc.
Document #: P96000004486

Dear Sir/Madam:

Enclosed for filing is the Statement of Change of Registered Office or Registered Agent or Both for Corporations in regard to the above corporation. Also enclosed is a check in the amount of \$35.00 for the filing fee.

If you have any questions or comments, please do not hesitate to call.

Sincerely,

Billie Jo Taylor

Billie Jo Taylor
Legal Assistant to
Alan S. Wachs

/bjt
Enclosures

SH 12/10

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: M.K.2. of Jacksonville, Inc.,

1b. The mailing address of the corporation is : 12536 Jeremy Drive, East, Jacksonville,
Florida 32258

1c. Date of Incorporation: January 10, 1996 Document number: P96000004486

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

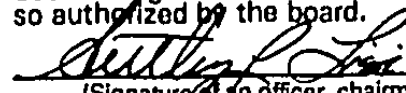
Alan S. Wachs, Esquire
One Independent Drive, Suite 2000
Jacksonville, Florida 32202

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)


Alan S. Wachs, Esquire
8375 Dix Ellis Trail, Suite 401
Jacksonville, Florida 32256

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

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

 (Date)
(Signature of an officer, chairman or
vice chairman of the board)
Anthony J. Lisi
As Director
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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.

 (Date)
(Signature of Registered Agent)

If signing on behalf of an entity:

(Typed or Printed Name) (Capacity)

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

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA