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Memorandum

TO: Office of the Secretary of State / Corporations Division
FROM: Thomas B. Luzler, Esq.
DATE: January 19, 1996
RE: Healthcare Development Resources, Inc.

FILED
JAN 22 11:05
VIA FedEx

300001695233
-01/22/96--01103--014
****122.50 ****122.50

Enclosed is an original and one copy of the Articles of Incorporation for the above-referenced entity, along with a check in the amount of \$122.50 to cover the cost of filing this paperwork with your office. Please return the completed documentation to me at the address listed above.

Thank you in advance for your assistance. Please contact me in the event you have any questions, or should you require additional information or clarification.

TBL/lj
Enclosures
cc: James J. Fields

396 3455

F. CHESSEY JAN 26 1996

**ARTICLES OF INCORPORATION
OF
HEALTHCARE DEVELOPMENT RESOURCES, INC.**

FILED
25 JAN 27 PM 11:05
HALL COUNTY CLERK
TALLAHASSEE, FLORIDA

**ARTICLE I
Name**

The name of the Corporation shall be: Healthcare Development Resources, Inc.

**ARTICLE II
Address**

The mailing address and address of the principal office of the Corporation is: 2039 Mission Drive, Naples, Florida 33942.

**ARTICLE III
Duration**

The Corporation shall have perpetual existence commencing on the date of filing hereof.

**ARTICLE IV
Purpose**

The Corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

**ARTICLE V
Capital Stock**

The Corporation is authorized to issue one class of shares, which shall be called common shares. Common shares shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution. The Corporation is authorized to issue Ten Thousand (10,000) common shares with no par value.

**ARTICLE VI
Initial Registered Office and Agent**

The name and street address of the initial registered agent and office of the Corporation is:

Name

Address

Thomas B. Luzier, Esq.

2440 Tamiami Trail North, Nokomis, Florida 34275

ARTICLE VII
Initial Board of Directors

The Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time according to the provision for such in the Bylaws of the Corporation, but shall never be less than one (1). The name and address of the initial Director of the Corporation is:

<u>Name</u>	<u>Address</u>
James J. Fields	2039 Mission Drive, Naples, Florida 33942

ARTICLE VIII
Bylaws

The Bylaws of the Corporation may be adopted, altered, amended, or repealed by either the Stockholders or Directors of the Corporation.

ARTICLE IX
Indemnification

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X
Incorporator

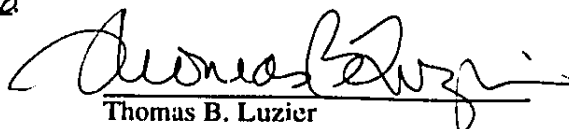
The name and address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Thomas B. Luzier, Esq.	2440 Tamiami Trail North, Nokomis, Florida 34275

ARTICLE XI
Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 19th day of January, 1976


Thomas B. Luzier

ACCEPTANCE BY REGISTERED AGENT

I, THE UNDERSIGNED PERSON, HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, 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 AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATED THIS 19th DAY OF January, 1996

by: Thomas B. Luzier
Thomas B. Luzier, Esq.
(Registered Agent)

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 19th day of January, 1996, by THOMAS B. LUZIER, ESQ., who is personally known to me and who did not take an oath.

NOTARY PUBLIC



CHRISTINE MARIE DeCROCE
COMMISSION # CC 473738
EXPIRES JUN 18, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

sign: Christine Marie DeCroce

print: CHRISTINE MARIE DeCROCE
State of Florida at Large (Seal)
My Commission Expires:

FILED
96 JAN 22 PM 11:06
TALLAHASSEE, FLORIDA