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February 6, 1996

Via Federal Express

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****122.50 ****122.50

Department of State
The George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

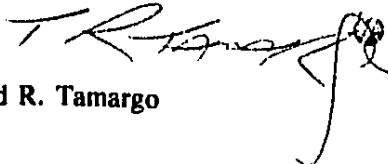
Re: Shelly Lakes, Inc.
--Our File No. 96-0222

Dear Sir or Madam:

Enclosed for filing are the Articles of Incorporation of Shelly Lakes, Inc. Also enclosed is our firm's check made payable to the Department of State in the amount of \$122.50 to cover the filing fee. Please return a certified copy of the Articles of Incorporation to me at the address shown above.

If you have any questions regarding this matter, please contact me.

Sincerely,


Ted R. Tamargo

TRT/sjw
Enclosures

cc: Gregory L. Henderson, M.D. (without enclosure)
Mr. Ronald E. Copher (without enclosure)

FEB 12 1996 BSB

FILED
96 FEB -7 AM 10:34
DEPT. OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SHELLY LAKES, INC.**

FILED
96 FEB -7 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of incorporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this corporation is SHELLY LAKES, INC.

**ARTICLE II
TERM OF EXISTENCE**

This corporation shall commence as of the date these Articles of Incorporation are filed with the Department of State and shall exist perpetually thereafter until dissolved according to law.

**ARTICLE III
NATURE OF BUSINESS**

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV
CAPITAL STRUCTURE**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock, having a par value of \$1.00 per share.

**ARTICLE V
INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE**

The initial registered agent of this corporation shall be: L. Joseph Shaheen, Jr. The street address of the initial registered office of this corporation shall be: One Mack Center, 501 E. Kennedy Boulevard, Suite 1250, Tampa, Florida 33602. The street address of the principal office of this corporation is: 5015 22nd Street Causeway, Tampa, Florida 33619.

**ARTICLE VI
BOARD OF DIRECTORS**

The Board of Directors for this corporation shall consist of one or more members. Except for the number constituting the initial Board of Directors, the appointment of directors shall be decided by majority vote of the stockholders.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The names and street addresses of the members of the initial Board of Directors of this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the stockholders or until their successors are elected and qualified, or until their resignations, removal from office, or deaths:

Name:	Address:
Richard O. Copher	5015 22nd Street Causeway Tampa, Florida 33619
Ronald E. Copher	5015 22nd Street Causeway Tampa, Florida 33619
Gregory L. Henderson, M.D.	2901 Brucken Road Valrico, Florida 33594
Betty Lou Williams	8512 Riverview Drive Riverview, Florida 33569

**ARTICLE VIII
INCORPORATOR**

The name and street address of the incorporator is:

Name:	Address:
L. Joseph Shaheen, Jr.	One Mack Center 501 E. Kennedy Boulevard Suite 1250 Tampa, Florida 33602

**ARTICLE IX
BYLAWS**

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors.


**ARTICLE X
INDEMNIFICATION**

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

**ARTICLE XI
AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended at any time by a resolution, adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the stockholders of the corporation.

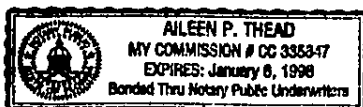
IN WITNESS WHEREOF, the incorporator executed these Articles of Incorporation this 10 day of FEBRUARY, 1996.

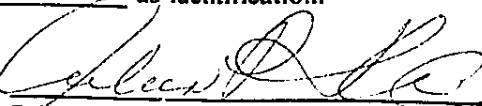


Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 10th day of FEBRUARY, 1996, by L. Joseph Shaheen, Jr., who is personally known to me or who has produced _____ as identification.





Print, Type or
Stamp Name: AILEEN P. TREAD
Notary Public, State of Florida

Serial No., if any: _____

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

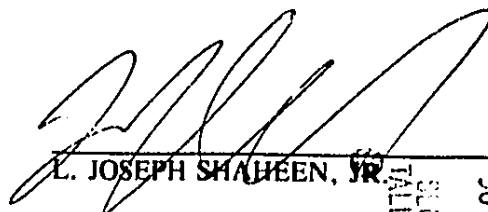
L. JOSEPH SHAHEEN, JR. having been named as registered agent to accept service of process for the above named corporation at the registered office designated below, hereby agrees and consents to act in that capacity.

Registered office:

One Mack Center
501 E. Kennedy Blvd., Suite 1250
Tampa, Florida 33602

The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 6 day of FEBRUARY, 1996.


L. JOSEPH SHAHEEN, JR.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 FEB -7 AM 10:34

FILED