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**JILL S. SCHWARTZ & ASSOCIATES, P.A.**  
ATTORNEYS AND COUNSELORS AT LAW

JILL S. SCHWARTZ\*  
RISA B. KATZ

JEFFREY H. SAYLOV  
JAMES W. ANDERSON  
OF COUNSEL

180 PARK AVENUE NORTH, SUITE 200  
WINTER PARK, FLORIDA 32789-7401

TELEPHONE: (407) 647-8911  
FACSIMILE: (407) 628-4994

January 8, 1995

\*ALSO LICENSED IN MD.

Florida Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32399

Attention: Division of Corporations

Re: H & S OF WINTER PARK, INC.

RECEIVED  
JAN 10 1995  
FBI - TAMPA

Sir or Madam:

Enclosed herein is an original and one copy of properly executed Articles of Incorporation, including certificate designating registered office and registered agents and acceptance of registered agent for H & S OF WINTER PARK, INC. for filing. Also, enclosed is a check in the amount of \$122.50 made payable to the Florida Secretary of State to cover the following costs:

Filing fee for Articles of Incorporation	\$ 35.00
Registered Agent fee	\$ 35.00
Certified copy fee	\$ 52.50

Total	\$122.50
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Please forward the certified copy of the Articles of Incorporation to the undersigned. Thank you for your cooperation and assistance in this matter.

Very truly yours,

*Jill S. Schwartz*  
Jill S. Schwartz, P.A.

JSS/mgs

Enclos.

2/5/95  
TB

RECEIVED  
JAN 10 1995  
FBI - TAMPA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 15, 1996

JILL S. SCHWARTZ P.A.  
180 PARK AVENUE NORTH STE 200  
WINTER PARK, FL 32789-7401

SUBJECT: H & S OF WINTER PARK, INC.  
Ref. Number: W96000003448

We have received your document for H & S OF WINTER PARK, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 396A00006616

## ARTICLES OF INCORPORATION

OF

H & S OF WINTER PARK, INC.

I, the undersigned, make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a professional service corporation for profit in accordance with the laws of the State of Florida.

### ARTICLE I - NAME

The name of the corporation is H & S OF WINTER PARK, INC.

### ARTICLE II - PRINCIPLE OFFICE

The principle office of the corporation is:

101 Sunnyside Road  
Suite 302  
Casselberry, FL 32707

RECEIVED  
SECRETARY OF STATE  
FEB 22 PM 3:03  
TALLAHASSEE, FLORIDA

### ARTICLE III - BUSINESS, OBJECTS OR PURPOSES

The general nature of the business to be transacted by this corporation or the objects or purposes of the corporation shall be as follows:

In general, to have and exercise all powers conferred by the laws of Florida upon professional corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

### ARTICLE IV - CAPITAL STOCK

The total number of shares of capital stock authorized to be issued by the corporation shall be 1000 shares having a par value of \$1.00 per share. Each of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

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

The street address of the corporation's initial registered office is 101 Sunnyside Road, Casselberry, Florida 32707 and the name of the corporation's initial registered agent is Ronald E. Hedges, Esquire.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors shall be three (3) and the name and addresses of the persons who are to serve as members thereof are as follows:

<u>Name</u>	<u>Address</u>
Valerie L. Hedges	101 Sunnyside Road, Suite 302 Casselberry, FL 32707
Jill S. Schwartz, Esquire	101 Sunnyside Road, Suite 302 Casselberry, FL 32707
Ronald E. Hedges, Esquire	101 Sunnyside Road, Suite 302 Casselberry, FL 32707

**ARTICLE VII - INCORPORATOR**

The name and address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Jill S. Schwartz, Esquire	101 Sunnyside Road, Suite 302 Casselberry, FL 32707

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated this 15 day of January 1996.

Jill S. Schwartz  
Jill S. Schwartz, Esquire

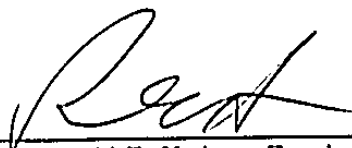
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FEB 22 PM 3:03  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

The name of the corporation is H & S OF WINTER PARK, INC.

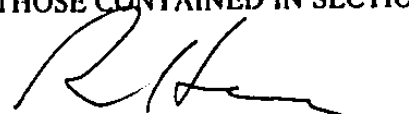
The name and address of the registered agent and office is: RONALD E. HEDGES, ESQUIRE, 101 Sunnytown Road, Suite 302, Casselberry, FL 32707.

By:   
Ronald E. Hedges, Esquire

Title: Secretary-Treasurer

Dated this 15 day of January, 1996.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.

  
RONALD E. HEDGES, ESQUIRE

Dated this 15 day of January 1996.