

6/05/96
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FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
ELECTRONIC FILES COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: JOHN SHEA, P.A.
DEPARTMENT OF STATE 2500 TALLAHASSEE
STATE OF FLORIDA
409 EAST OLIVE STREET SARASOTA FL 34239 0000
TALLAHASSEE, FL 32399 CONTACT: STEPHANIE ROBINSON
FAX: (904) 922-4000 PHONE: (941) 365-8848
FAX: (941) 365-8692
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION
OR P.A.

NAME: BTG OF MANATEE, INC.
FAX AUDIT NUMBER: H96000007906 CURRENT STATUS: REQUESTED
DATE REQUESTED: 06/05/1996 TIME REQUESTED: 16:16:01
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX
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102331002046
Note: Please print this page and use it as a cover sheet when
submitting
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Fax Audit
number on the top and bottom of all pages of the document.
(((H96000007906)))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:

FILED
96 JUN -6 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Shea

FLORIDA DIVISION OF CORPORATIONS

96 JUN -6 AM 8:09

RECEIVED

Fax Audit # H9600007906

ARTICLES OF INCORPORATION

OF

BTG OF MANATEE, INC.

The undersigned, for the purpose of forming and organizing a corporation for profit under the provisions of the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is BTG OF MANATEE, INC..

ARTICLE II - PURPOSE

The corporation is authorized to conduct any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and the mailing address of the corporation shall be 3611 First Street East, Bradenton, Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of common stock having a par value of \$1.00. Each share of common stock shall entitle the holder thereof to one vote on each matter considered at any stockholder's meeting. Said share shall be paid for in lawful money of the United States of America or in property, labor or services rendered at a just valuation to be fixed by the Board of Directors and said share shall be deemed fully paid and nonassessable. The Corporation elects to have preemptive rights.

ARTICLE V - DURATION

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI - SHAREHOLDER VOTING REQUIREMENTS

When a quorum exists at any meeting of the Shareholders, action on a matter, other than the election of Directors, is approved if the votes cast by the holders of not less than a majority of the shares represented at such meeting, and entitled to vote on the subject matter favor the action.

PREPARED BY:

JOHN SHEA, P.A.
2940 SOUTH TAMiami TRAIL
SARASOTA, FLORIDA 34239
Florida Bar No. 261424
941/365-8848

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Fax Audit # H9600007906

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - DIRECTORS

This corporation shall have an initial Board of Directors consisting of one director, whose name and street address is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Norman Shea, III	800 So. Osprey Ave. Suite A Sarasota, FL 34236

ARTICLE VIII - INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
Norman Shea, III	800 So. Osprey Ave., Suite A Sarasota, Florida 34236

ARTICLE IX - BYLAWS

The original Bylaws of this corporation shall be made, prepared and adopted by a majority vote of the initial Board of Directors as named herein. Thereafter, the Board of Directors, and the shareholders, shall have authority to adopt, amend, change, repeal or enlarge Bylaws as provided in the Bylaws from time to time.

ARTICLE X - INDEMNIFICATION

Subject to the laws of the State of Florida, this corporation shall indemnify and hold harmless its officers and directors of and from any suits, actions, or judgments either civil or criminal arising out of any act alleged to have been committed by such person in his capacity as an officer or director if such officer or director acted in good faith and in the reasonable belief that such action was in the best interest of the corporation and in the event of criminal allegations without reasonable ground for belief that such action was unlawful. The corporation shall pay all costs, legal expenses, and other charges that said officers and directors may incur in the defense of any claim, suit or action that may be instituted against said officers in their individual capacity. It is the express purpose and intent that the corporation shall hold its officers and directors harmless from any action taken by them on its behalf to the full extent and limit permitted by law.

ARTICLE XI - PRINCIPAL OFFICE AND REGISTERED AGENT

Fax Audit # H9600007906

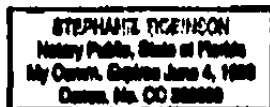
This corporation has named John Shea as its agent to accept service of process within the State. The street address of the initial registered office is 2940 South Tamiami Trail, Sarasota, Florida 34239.

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this 1st day of June, 1996.


Norman Shea, III

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 1st day of June, 1996, by Norman Shea, III who is personally known to me or who has produced his Florida Driver's License as identification.

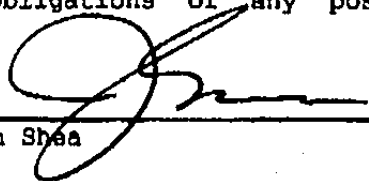



Print Name: STEPHANIE A. ROBINSON
NOTARY PUBLIC
My commission expires:

96-JUN-6 PM 12:42
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation, at the place designated above, I hereby accept the appointment of registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and am familiar with and accept the obligations of any position as registered agent.


John Shea

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Fax Audit # H9600007906

P96000048251

JOHN SHEA, P.A.
ATTORNEY AT LAW

TELEPHONE: 941-567-8849
FACSIMILE: 941-567-8002

2810 SOUTH TAMiami TRAIL
SARASOTA, FLORIDA 34230

June 14, 1996

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-06/26/96--01095--014
*****87.50 *****87.50

Secretary of State
Division of Corporations
Attn: Beth Reegister
P. O. Box 6327
Tallahassee, FL 32314

Re: BTG of Manatee, Inc./BTG of Bradenton

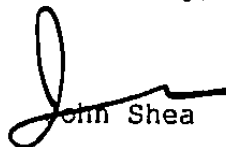
Dear Beth:

In accordance with our telephone conversation of last week, I enclose a copy of the Articles of Dissolution of BTG of Bradenton, Inc. which was electronically filed on June 6, 1996. Also enclosed is a letter from the sole directors of BTG of Bradenton authorizing BTG of Manatee, Inc. use of the name BTG of Bradenton, Inc. BTG of Manatee was formed on June 6 under document number P96000048251.

Upon your approval, please file the attached Articles of Amendment of BTG of Manatee, Inc. documenting the name change and return a certified copy to our office. Our check for \$87.50 is enclosed to cover the fees and costs.

Thank you for your attention and assistance in this matter. If you have any questions, please do not hesitate to contact me.

Sincerely,


John Shea

JJS/sr
encl.

P96000048251

See name release.

FILED
96 JUN 24 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 18, 1996

JOHN SHEA, ESQUIRE
ATTN: SUE
2940 S TAMiami TRAIL
SARASOTA, FL 34239

SUBJECT: BTG OF MANATEE, INC.
Ref. Number: P960000-18251

We have received your document for BTG OF MANATEE, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$87.50.

PLEASE HAVE THE NAME RELEASE NOTARIZED.

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) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 396A00030120

3762 Bee Ridge Rd.
Sarasota, FL 34233

May 31, 1996

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

Re: BTG of Bradenton, Inc.

Dear Sir:

Enclosed please find Articles of Dissolution of BTG of Bradenton, Inc. Further, we, the undersigned being the sole directors of the above referenced corporation hereby assign the use of its name to Norman Shea, III, as sole director of BTG of Manatee, Inc., and certify that they will not revoke the dissolution.



Bruce Day, Director/Shareholder



Sam A. Levy, Director/Shareholder

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me on the 31st day of May, 1996, the foregoing instrument was acknowledged before me by BRUCE DAY, AS Director/Shareholder of BTG of Bradenton, Inc., a Florida corporation, on behalf of the corporation, and Sam A. Levy, as Director/Shareholder of BTG of Bradenton, Inc., a Florida corporation, on behalf of said corporation, who are personally known to me.



Notary Public

STEPHANIE ROBINSON
Notary Public State of Florida
My Comm Expires June 4, 1998
Comm No. CC 362800

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
BTG OF MANATEE, INC.

The undersigned being the sole Director of BTG of Manatee, Inc., a Florida corporation, hereby certifies that the following Amendment to the Articles of Incorporation was duly adopted by the undersigned as sole director and shareholder on the 1st day of June, 1996.

AMENDMENT

ARTICLE I - NAME is hereby amended as follows:

The name of the corporation is BTG OF BRADENTON, INC.

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

IN WITNESS WHEREOF, I hereby set my hand and seal this 1st day of June, 1996.

By



NORMAN SHEA, III

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96 JUN 24 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA