

McQuay & Co., CPAs, P.A.

CERTIFIED PUBLIC ACCOUNTANTS
Members: AICPA, FICPA

P 96000060767

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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95 JUL 19 PM 3:30
SECRETARY OF STATE
DIVISION OF CORPORATIONS

July 11, 1996

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

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***122.50 ***122.50

Dear Sir:

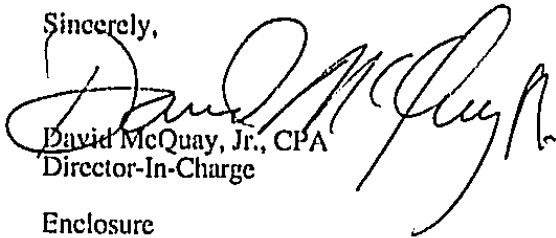
Enclosed are two (2) copies of the Articles of Incorporation of Goodwill Health Care, Inc. and the appointment of a registered agent for filing purposes.

Also enclosed is a check for \$122.50 to cover charter tax, filing fees, registered agent filing fee, and cost of a certified copy of the Articles. Please send a certified copy to me at the following address:

McQuay & Co., CPAs, P. A.
110 North Lincoln Ave.
Tampa, FL 33609-2908

Thank you for your prompt attention to this matter.

Sincerely,


David McQuay, Jr., CPA
Director-In-Charge

Enclosure

Will wait

7-19-96

ARTICLES OF INCORPORATION
of

Goodwill Health Care, Inc.
(A Corporation for Profit)

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The undersigned incorporators of these Articles of Incorporation, natural persons competent to contract, hereby form a corporation pursuant to the laws of the State of Florida and do hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is Goodwill Health Care, Inc. This corporation is to exist perpetually.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3511 Breezewood Dr.
Tampa, Florida 33619

ARTICLE III

GENERAL PURPOSES

The general nature of the business to be transacted and the purpose for which the corporation is formed are:

1. To operate as a company primarily engaged in the business of marketing to the general public and other related services.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with, or auxiliary to the foregoing business.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to issue is 7,500 shares of common stock, each carrying a par value of one (\$1) dollar.

ARTICLE V

PREEMPTIVE RIGHTS

Each shareholder of any class of stock of this corporation shall be entitled to full Preemptive Rights to purchase any unissued or treasury shares of the corporation, convertible into carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI

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 office/registered agent, in the State of Florida.

1. The name of the corporation is: **Goodwill Health Care, Inc.**
2. The name and address of the registered agent and office is:

Teresa Martinez
3511 Breezewood Dr.
Tampa, Florida 33619

SIGNATURE

Corporate Officer

TITLE

DATE

7/11/96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE

7/11/96

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ARTICLE VII

DIRECTORS AND OFFICERS

The Initial Board of Directors will consist of two (2) Directors, the name and address of which are:

Teresa Martinez
3511 Breezewood Dr.
Tampa, Florida 33619

President
Secretary/Treasurer

Jesus Martinez
3511 Breezewood Dr.
Tampa, Florida 33619

Vice President

ARTICLE VIII

INCORPORATORS

The name and address of the incorporators are:

Teresa Martinez
3511 Breezewood Dr.
Tampa, Florida 33619

Jesus Martinez
3511 Breezewood Dr.
Tampa, Florida 33619

ARTICLE IX

SPECIAL STOCKHOLDER'S MEETINGS

Special meetings of stockholders may be called at any time for any purpose by the President, Chairman of the Board, or majority of the stockholders of the corporation.

ARTICLE X

The following actions shall require the affirmative vote or written consent of the holder(s) of at least fifty-one percent (51%) of the outstanding shares of the corporate stock:

1. Amendment of these Articles of Incorporation to increase or decrease the authorized number of, or to change the designations, preferences, qualifications, limitations, restrictions, or special rights of the stock, or to create any new class or classes of stock;
2. Merger or consolidation with or into any other corporation other than a corporation wholly-owned or controlled by this corporation, or the sale, lease, conveyance, exchange, transfer, mortgage, pledge, encumbrance or other disposition of all or substantially all of the property and assets of the corporation or the voluntary dissolution, liquidation, winding-up of the corporation.

ARTICLE XI

1. All of the issued and outstanding shares of the corporation shall be made subject to restrictions and transferability by agreement among the holders of said shares. A copy of such agreement shall be kept on file at the principal office of the corporation at reasonable times during business hours.
2. Each share certificate issued by the corporation shall have printed, stamped or typed thereon, the following legend, "These shares are held subject to certain transfer restrictions imposed by agreement among the holders of such shares and by the Articles of Incorporation of the corporation."

STATE OF FLORIDA

COUNTY OF Leon

Before me a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Teresa Martinez and Jesus Martinez

Known to me and by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid this 19 day of July, 1996.



Academy Albritton
Notary Public

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