

Frances J. Morris, Ph.D.
P.O. Box 1119
Highland City, FL 33846
(941) 534-1301

96000090985

October 28, 1996

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-11/05/96--01036--001
*****70.00 *****70.00

Dear Corporations Division:

Please find enclosed:

- 1- An original Articles of Incorporation and one copy for the above named corporation.
- 2- A certified check in the amount of \$70.

Please send responses or receipts concerning this filing to the above address.

Thank you in advance for your assistance,

Sincerely,

[Signature]
Frances J. Morris, Ph.D.

96 NOV -4 PM 2:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

[Signature] 11/6

ARTICLES OF INCORPORATION

OF

FRANCES J. MORRIS, Ph.D., Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned incorporation submits these Articles of Incorporation for the purpose of forming a for-profit corporation.

ARTICLE 1. The name of the corporation is:

Frances J. Morris, Ph.D., Inc.

ARTICLE 2. The principle place of business is:

**1851 Old Eagle Lake Road,
Bartow, FL 33830**

The mailing Address is:

**P.O. Box 1119
Highland City, FL 33846**

ARTICLE 3. The corporation is authorized to issue one class of stock, that being 1,000 of no par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the by-laws of the corporation.

ARTICLE 4. The name and mailing address of the corporation's initial registered agent is:

**Frances J. Morris, Ph.D.
P.O. Box 1119
Highland City, FL 33846**

The physical address of the corporation's initial registered agent is:

**1851 Old Eagle Lake Road
Bartow, FL 33830**

ARTICLE 5. The name and mailing address of the incorporator of the corporation is:

Frances J. Morris, Ph.D.
P.O. Box 1119
Highland City, FL 33846

The physical Address of the incorporator of the corporation is:

1851 Old Eagle Lake Road
Bartow, FL 33830

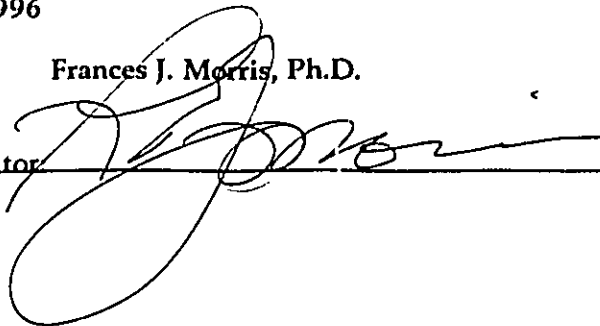
ARTICLE 6. No director shall be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on the date below. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the foregoing Articles of Incorporation are true, and that the incorporator is at least eighteen (18) years of age.

Date: October 28, 1996

Name of Incorporator: Frances J. Morris, Ph.D.

Signature of Incorporator

A handwritten signature in dark ink, appearing to be 'F. J. Morris', is written over a horizontal line. The signature is stylized with large loops and a long horizontal stroke at the end.

CERTIFICATE OF DESIGNATION
OF
REGISTERED OFFICE AND REGISTERED AGENT
OF
FRANCES J. MORRIS, Ph.D., INC.

Pursuant to section 607.0501 of The Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name and address of the corporation's registered agent and registered office is:

Frances J. Morris, Ph.D.

Physical address:

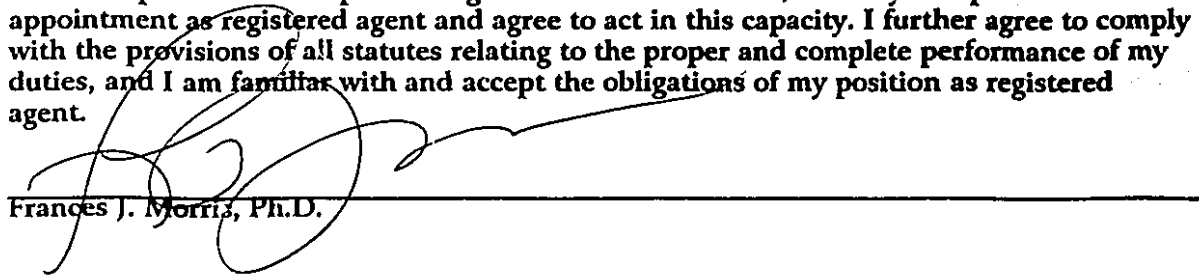
1861 Old Eagle Lake Road
Bartow, FL 33830

Mailing Address:

P.O. Box 1119
Highland City, FL 33846

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Having been named as the 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.



Frances J. Morris, Ph.D.

Date: October 28, 1996