

MICHAEL D. SMITH
13620 Lake Magdalene Boulevard
Unit 412
Tampa, Florida 33618
(813) 269-0886

Secretary of State
Department of State
Division of Corporations
P.O. Box 627
Tallahassee, Florida 32314

SUBJECT: Incorporation of Genesis On-Site Incorporated

I enclose (1) an original and 1 copy of the Articles of Incorporation for the above corporation; (2) the By-Laws; (3) Certificate of Registered Agent, and (4) a check in the amount of \$22.50 for filing.

Respectfully,

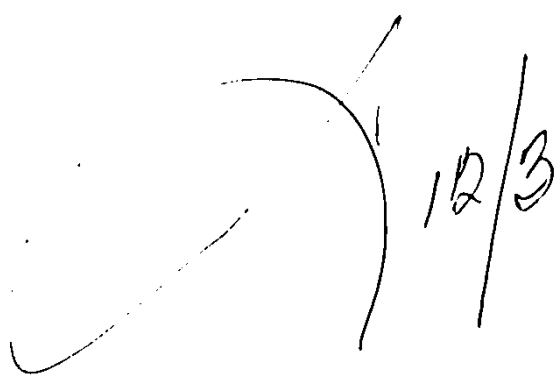


Michael D. Smith

MDM:ss
Enclosures

RECEIVED
TALLAHASSEE, FLORIDA
NOV 25 1996

FILED
96 NOV 25 AM 11:15
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE



ARTICLES OF INCORPORATION
OF
GENESIS ON-SITE INCORPORATED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

ARTICLE I NAME

The name of the corporation shall be: Genesis On-Site Incorporated.

ARTICLE II PRINCIPAL OFFICE

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

13620 Lake Magdalene Boulevard
Unit 412
Tampa, Florida 33618

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 500.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Daniel F. Molony, Esq.
Shackleford, Farrior, Stallings & Evans
501 East Kennedy Boulevard
Suite 1400
Tampa, Florida 33602

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Michael D. Smith
13620 Lake Magdalene Boulevard
Unit 412
Tampa, Florida 33618

The undersigned has executed these Articles of Incorporation
this 19TH day of November, 1996.



MICHAEL D. SMITH, Incorporator

INCORPORATOR'S ACTION BY WRITTEN CONSENT

Pursuant to Section 607.0205(1)(b)(2) of the Business Corporation Act, the incorporator of GENESIS ON-SITE INCORPORATED hereby consents to the election of the following persons as initial directors of this corporation to complete the organization of the corporation. The initial directors shall serve on the board until the first annual meeting of shareholders held for the election of directors, and until their successors are elected and qualified:

Christine M. Smith, President

Michael D. Smith, Secretary/Treasurer

There being no further business, the meeting was adjourned.

DATED: November 19, 1996

SIGNED: Michael D. Smith
Michael D. Smith, Incorporator

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:

Genesis On-Site Incorporated

2. The name and address of the registered agent and office is:

Daniel F. Molony, Esq.
Shackleford, Farrior, Stallings & Evans
501 East Kennedy Boulevard
Suite 1400
Tampa, Florida 33602

Signature: _____

Michael D. Smith

Title: Secretary/Treasurer

Date: Nov. 19, 1996

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: _____

Daniel F. Molony

Date: NOV. 21, 1996

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TALLAHASSEE FLORIDA