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ROBERT L. TROHN
JOHN K. VREELAND
DONALD H. WILSON, JR.
A. H. LAKE (RETIRED)

CHRISTOPHER M. FEAR
LAKELAND OFFICE

December 13, 1996

VIA FEDERAL EXPRESS
Airbill No. 3019153782

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: A & C OF LAKELAND, INC.
Our File No.: D246-38853

FILED
96 DEC 16 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
12-13-96

Dear Ladies and Gentlemen:

Please file the enclosed Articles of Incorporation for A & C OF LAKELAND, INC. and certify and return the enclosed duplicate original of the Articles of Incorporation. Our firm's check in the amount of \$122.50 is enclosed to cover the cost of filing, \$35.00, certified copy, \$52.50, and registered agent designation, \$35.00.

Please call the undersigned collect if you have any questions regarding the enclosures.

Thank you for your attention to this matter.

Very truly yours,

Christopher M. Fear
Christopher M. Fear

CMF/sf
Enclosures
cc: Mr. and Mrs. Deaton
38853.AIC

DEC 17 1996

B5B

LANE, TROHN, CLARKE, BERTRAND, VREELAND & JACOBSEN, P.A.

ONE LAKE MORTON DRIVE • P.O. Box 3 • LAKELAND, FLORIDA 33802-0003 • PHONE (941) 284-2200 • FAX (941) 688-0310
150 EAST DAVIDSON STREET • P.O. Box 1578 • BARTOW, FLORIDA 33831-1578 • PHONE (941) 533-0866 • FAX (941) 533-7255

ARTICLES OF INCORPORATION
OF
A & C OF LAKE LAND, INC.

FILED
96 DEC 16 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

EFFECTIVE DATE
12-13-96

The name of this corporation is A & C OF LAKE LAND, INC.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of this corporation is 1626 Sir Henry's Trail, Lakeland, FL 33809, and the mailing address of this corporation is 1626 Sir Henry's Trail, Lakeland, FL 33809.

ARTICLE III - DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgement of these Articles.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of voting common stock having a par value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The street address of the initial registered office of this corporation is One Lake Morton Drive, Lakeland, FL 33801, and the name of the initial registered agent of this corporation at that office is Christopher M. Fear.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of the corporation are:

Anya O. Deaton
1626 Sir Henry's Trail
Lakeland, FL 33809

Charles Deaton
1626 Sir Henry's Trail
Lakeland, FL 33809

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator is:

Christopher M. Fear
P.O. Box 3
Lakeland, FL 33802-0003

ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

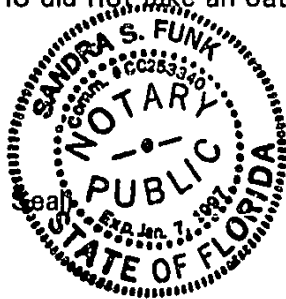
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 13th day of December, 1996.


CHRISTOPHER M. FEAR

STATE OF FLORIDA
COUNTY OF POLK

The foregoing Articles of Incorporation were acknowledged before me
this 13th day of December, 1996, by Christopher M. Fear, who is personally known
to me and who did not take an oath.

(Affix Notary Seal)



Sandra S. Funk
NOTARY PUBLIC, State at Large
Print name: SANDRA S. FUNK
My commission expires: 1-7-97

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of
Incorporation as the Registered Agent for A & C OF LAKE LAND, INC. hereby accepts
such appointment this 13 day of December, 1996.

Christopher M. Fear
CHRISTOPHER M. FEAR

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TALLAHASSEE, FLORIDA