

P 97000003621
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January 3, 1997

VIA PRIORITY MAIL

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-01/08/97--01060--019
***122.50 ***122.50

Re: Manual Medicine Center, Inc.

Dear Sir or Madam:

Enclosed please find two original sets of Articles of Incorporation for Manual Medicine Center, Inc., for filing with the Department of State. Also enclosed is our client's check in the amount of \$122.50 to cover the filing fees and certified copy.

After the corporation has been incorporated, please return the certified copy of the Articles of Incorporation to my attention. A self-addressed envelope is enclosed for your convenience.

Should you have any questions or comments, please do not hesitate to contact me at (813) 223-7000. Thank you for your assistance with this matter.

Very truly yours,


Michael J. Nolan

Enclosures

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DIVISION OF CORPORATIONS
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1/14/97

**ARTICLES OF INCORPORATION
OF
MANUAL MEDICINE CENTER, INC.**

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The undersigned, acting as incorporator, hereby forms a corporation under the Florida Business Corporation Act and adopts the following Articles of Incorporation for the corporation:

ARTICLE I
Name

The name of the corporation (hereinafter referred to as the "Corporation") is:

MANUAL MEDICINE CENTER, INC.

ARTICLE II
Principal Offices and Mailing Address

The principal offices and mailing address of the Corporation is 2203 Dekle Avenue, Tampa, Florida 33606.

ARTICLE III
Effective Date

The Corporation shall commence existence on the date these Articles of Incorporation are filed by the Florida Department of State, and the Corporation shall exist perpetually thereafter.

ARTICLE IV
Capital Shares

The total number of shares of capital stock which the Corporation shall have authority to issue is 10,000 common shares, having a par value of One Dollar (\$1.00) per share ("Common Shares").

ARTICLE V
Initial Registered Agent and Office

The street address of the initial registered office of the Corporation is One Harbour Place, Suite 500, Tampa, Florida 33602, and the name of its initial registered agent at that address is Michael J. Nolan.

ARTICLE VI
Incorporator

The name and mailing address of the sole incorporator is as follows:

<u>Name</u>	<u>Address</u>
Michael J. Nolan	One Harbour Place, Suite 500 Tampa, Florida 33602

ARTICLE VII
Purpose

The purpose for which this Corporation is organized is to engage in any lawful act, activity, or business permitted under the laws of the United States or the State of Florida.

ARTICLE VIII
Initial Directors

The Corporation shall have two (2) directors initially, each of whom shall serve as a director of the Corporation until the next annual meeting of shareholders and his or her successor is elected and qualified, or until his or her earlier resignation, removal from office, or death. The number of directors of the Corporation thereafter shall be such number as from time to time fixed by, or in the manner prescribed by, the bylaws of the Corporation. The names and mailing addresses of the persons who shall serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Sandra L. Larson	2203 Dekle Avenue Tampa, Florida 33606
Michael K. Pagani	2203 Dekle Avenue Tampa, Florida 33606

ARTICLE IX
Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of

the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article IX is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE X
Amendment

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereinafter prescribed by the laws of the State of Florida. All rights, powers, privileges, and discretionary authority granted or confessed herein upon stockholders or directors are granted or confessed subject to this reservation.

Dated this 3rd day of January, 1997.



Michael J. Nolan, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated this 3rd day of January, 1997.



Michael J. Nolan, Registered Agent

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