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T.A.B.S.
TAXES • ACCOUNTING •

BOOKKEEPING SERVICES

Shirley A. Tyler • ENROLLED AGENT

(813) 528-8653
(813) 528-8533
FAX (813) 528-8644

97 JAN 23 AM 11:30
TALLAHASSEE, FLORIDA

January 21, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Fl. 32314

Re: HAMLET HEALTHCARE MANAGEMENT & DEVELOPMENT CORP.
FEIN 59-

Enclosed herewith please find two (2) originals of the Articles of Incorporation for the above corporation. Also enclosed is a check in the amount of One Hundred Twenty Two Dollars and Fifty Cents (\$122.50) to cover the following costs:

| | |
|----------------------|-----------------|
| Filing Fee | \$ 35.00 |
| Certified Copy | 52.50 |
| Registered Agent Fee | 35.00 |
| TOTAL FEES | \$122.50 |

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***122.50 ***122.50

Please return a certified copy of the Articles of Incorporation to my attention.

Sincerely,

T.A.B.S.

Shirley A. Tyler
Shirley A. Tyler, EA

HAMLET HEALTHCARE MANAGEMENT & DEVELOPMENT CORP.
John T. Foster, President

PKT 1/29/97

FILED

97 JAN 23 AM 11:30

ARTICLES OF INCORPORATION

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

OF

HAMLET HEALTHCARE MANAGEMENT & DEVELOPMENT CORP.

The undersigned subscriber to these Articles of Incorporation hereby forms a Corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be: HAMLET HEALTHCARE MANAGEMENT & DEVELOPMENT CORP. The principal place of business will be 223 87TH AV. NE, ST. PETERSBURG, FL. 33702.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The general purpose for which this corporation is organized shall be the transacting of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of common stock, each having a par value of One Dollar (\$1.00.)

ARTICLE V - I.R.C. SECTION 1244

It is the intent of the incorporator to qualify the shares of common stock issued hereunder as "Section 1244 Stock" pursuant to section 1244 of the Internal Revenue Code of 1986, as amended.

ARTICLE VI - OFFICERS

The name and street address of the initial officers and directors who shall hold office the first year of the corporation's existence or until a successor is elected are:

| <u>NAME</u> | <u>ADDRESS</u> |
|--|--|
| John T. Foster, President SSN 217-52-2207 | 223 87th Av. N.E. St. Petersburg, FL 33702 |
| Roy A. Mazzone, Vice President SSN 234-84-0184 | 10103 Sunset Court Gibsonton, FL 33534 |
| Dennis J. Galbreath, Vice President SSN 353-60-4552 | P O Box 7457 Clearwater, FL 34618 |
| Shirley A. Tyler, Sec./Treasurer SSN 184-20-9668 | 7601 9th St. N., Ste. C St. Petersburg, Fl. 33702 |

ARTICLE VII - INITIAL REGISTERED AGENT

The name of initial registered agent of this Corporation is John T. Foster, and the street address of the initial registered agent is 223 87th Av. N.E., St. Petersburg, Fl. 33702.

ARTICLE VIII - INCORPORATORS

The name of the incorporator of these Articles of Incorporation is: John T. Foster.

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a

Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, The undersigned incorporators have executed these Articles of Incorporation this 20 day of January, 1997.

John J. Foster
Signature of Incorporator

97 JAN 23 PM 11:30
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PINELLAS

THE FOREGOING Instrument was acknowledged and sworn to before me this 20th day of January, 1997, by John T. Foster, who is personally known to me or has provided _____ as

identification.

(Seal) Shirley A. Tyler
Notary Public

My Commission Expires: _____

ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been designated in the foregoing Articles of Incorporation as Registered Agent, hereby agrees to accept said designation.

John J. Foster
John T. Foster