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ACCOUNT NO. : 072100000032

REFERENCE : 406339 4732152

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 122.50

ORDER DATE : May 28, 1997

ORDER TIME : 10:05 AM

ORDER NO. : 406339-005

CUSTOMER NO: 4732152

CUSTOMER: W.a. Gartner, Esq
GARTNER BROCK & SIMON

Suite 203
1660 Prudential Drive
Jacksonville, FL 32207

000002193450--11

DOMESTIC FILING

NAME: THC PENNSYLVANIA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS: _____

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04 MAY 28 1997

EFFECTIVE DATE
5/27/97

ARTICLES OF INCORPORATION
OF

THC PENNSYLVANIA, INC.

FILED
JUL 28 PM 3:14
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is THC PENNSYLVANIA, INC.

ARTICLE II

Duration

This corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles or upon filing with the Department of State of the State of Florida, in the event these Articles are not filed within five (5) days, exclusive of legal holidays, after execution and acknowledgment.

ARTICLE III

Nature of Business

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States or the State of Florida.

ARTICLE IV

Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1660 Prudential Drive, Jacksonville, Florida 32207, and the name of the initial registered agent of the corporation at that address is W.A. Gartner. The principal office address and the registered office address are the same.

ARTICLE VI

Directors

This corporation shall initially have 3 directors. The number of directors may be increased or decreased from time to time by the bylaws but shall never be fewer than one. The name and street address of the members of the first board of directors of the corporation are:

| <u>NAME</u> | <u>STREET ADDRESS</u> |
|-------------------------|---|
| C. Edward Vandergriff | 111 Riverside Avenue Jacksonville, Florida 32202 |
| Edward W. Mullinex, Jr. | 111 Riverside Avenue Jacksonville, Florida 32202 |
| Christopher S. Park | 111 Riverside Avenue Jacksonville, Florida 32202 |

ARTICLE VII

Incorporator

The name and street address of the incorporator of this corporation is W.A. Gartner, Esq., 1660 Prudential Drive, Jacksonville, Florida 32207.

ARTICLE VIII

Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws may be adopted, amended or repealed in the manner provided in the bylaws by either the shareholders or the directors.

ARTICLE IX

Restrictions on Transfer of Stock

The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE X

Director Compensation

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XI

Indemnification

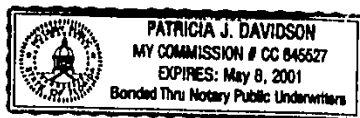
The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.


IN WITNESS WHEREOF, the incorporator has executed these Articles the 27th day of May, 1997.


Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 27th day of May, 1997, by W.A. Gartner.




Name:
Notary Public, State of Florida
at Large.

My Commission Expires:

(Notarial Seal)


✓
Type of identification produced Personally known or Produced identification

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA AND NAMING THE AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:


THC PENNSYLVANIA, INC.

desiring to organize or qualify under the laws of the State of Florida with its principal place of business in Jacksonville, Florida, has named W.A. Gartner, located at 1660 Prudential Drive, Jacksonville, Florida 32207, as its agent to accept service of process within the State of Florida.


W.A. Gartner
Incorporator

Dated: May 27, 1997

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


W.A. Gartner
Agent for Service

Dated: May 27, 1997