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BOCCHINO, DEBEVOISE & LE CLAINCHE
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MICHAEL D. BURT
EUGENE L. CIOTOLI
D. ANDREW DEBEVOISE
GREGORIO A. FRANCIS
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TELEPHONE (407) 849-1060
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July 11, 1997

STEVEN A. SCIARRETTA
LL.M. IN TAXATION
OF COUNSEL

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

800002240968--6
-07/18/97--01009--009
*****78.75 *****78.75

Re: Articles of Incorporation for Bonris Corp.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced entity, along with our firm check in the amount of \$78.75 representing payment for the filing fee and a Certificate of Status. Please file the Articles and return the Certificate of Status to the undersigned in the enclosed envelope. Thank you for your assistance in this matter. If you should have any questions, please do not hesitate to contact me.

Very truly yours,
M.D. Burt
MICHAEL D. BURT

MDB/jlh
Enclosures as stated
cc: Christopher Mavroides, M.D.
with enclosures
DWS\1602338\SECSTATL.003

FILED
97 JUL 18 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature and date
7/18/97

ARTICLES OF INCORPORATION
OF
BONRIS CORP.

97 JUL 18 PM 12:59
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be **BONRIS CORP.**

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

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

1922 Highway 441 North
Okeechobee, Florida 34972

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, vis:

- (1) Transact any and all lawful business;
- (2) Said Corporation shall further have powers:

- (a) To have perpetual succession by its corporate name;
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;
- (f) To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute Section 607.141;
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States

or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;
- (k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;
- (l) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;
- (m) To make donations for the public welfare or for charitable, scientific, or educational purposes;
- (n) To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

- (o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;
- (p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;
- (q) To have and exercise all powers necessary or convenient to effect its purposes; and
- (r) To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute Section 607.014.

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of One Hundred (100) shares, having an individual par value of One and 00/100 Dollars (\$1.00).

Unless otherwise stated in these articles, or in an amendment to these articles, there shall only be one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

DAVID W. SPICER
Bobo, Spicer, Ciotoli, Fulford, Bocchino, DeBevoise & LeClainche
Esperante, Sixth Floor
222 Lakeview Avenue
West Palm Beach, Florida 33401

ARTICLE VII

The initial board of directors shall consist of a total of two persons and the names and address of the persons who are to serve as an initial directors are:

Christopher J. Mavroides, M.D.
1922 Highway 441 North
Okeechobee, Florida 34972

Bonnie Mavroides
1922 Highway 441 North
Okeechobee, Florida 34972

ARTICLE VIII

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

CHRISTOPHER J. MAVROIDES, M.D.
1922 Highway 441 North
Okeechobee, Florida 34972

The undersigned has executed these Articles of Incorporation this _____
day of JULY 7, 1997.

Christopher J. Mavroides M.D.
CHRISTOPHER J. MAVROIDES, M.D.
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME the undersigned authority on this the 2nd day of
July, 1997, personally appeared **CHRISTOPHER J. MAVROIDES, M.D.**, who
is (check one) personally known to me / _____ presented identification in the
form of a Florida Driver's License, and who (check one) did / _____ did not take
an oath, and who deposes and says that he executed the foregoing Articles of
Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid,
the year and date last written.

Tecla Abner
NOTARY PUBLIC

TECLA ABNER
Typed or Printed Name of Notary Public

CC562184
Commission Number

My Commission Expires: 6-26-2000

(SEAL)



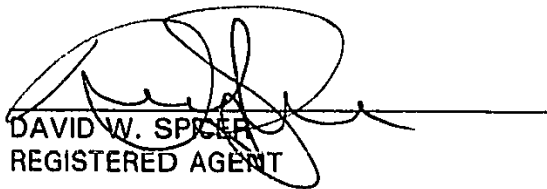
OFFICIAL NOTARY SEAL
TECLA ABNER
COMMISSION NO. CC562184
MY COMMISSION EXP. JUN 26, 2000

**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.

First that **BONRIS CORP.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, has named **DAVID W. SPICER**, located at Bobo, Spicer, Ciotoli, Fulford, Bocchino, DeBevoise & LeClainche, Esperante, Sixth Floor, 222 Lakeview Avenue, West Palm Beach, Florida, County of Palm Beach, State of Florida, as its agent to accept service of process within this state.

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.


DAVID W. SPICER
REGISTERED AGENT

FILED
97 JUL 18 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA