

P97000064496

Randolph A. Fabal, P.A.
ATTORNEY AT LAW

1519 Dale Mabry Highway, Suite 100
Lutz, Florida 33549

97 JUL 24 PM 12:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ronald E. Cotterill
Randolph A. Fabal
Denise B. Letizia

Telephone: (813) 949-3681
Fax: (813) 949-6216

July 22, 1997

Secretary of State
Corporate Charter Division
Post Office Box 6327
Tallahassee, Florida 32314

Re: Mannequin Marine, Inc.

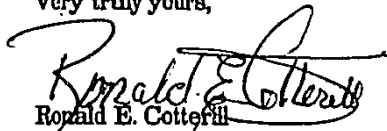
Dear Sir or Madam:

Please find enclosed the original of the Articles of Incorporation for the above-named corporation, along with a check in the amount of \$78.50 to cover your corporate fees and copy charges.

Please file this corporation with your office and inform me when the Corporation has been filed at the above address at your earliest convenience.

Your cooperation is appreciated.

Very truly yours,


Ronald E. Cotterill

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*****78.50 *****78.50

REC/pha
Enclosures

PH
7/25/97

ARTICLES OF INCORPORATION

OF

MANNEQUIN MARINE, INC.,

FILED

97 JUL 24 PM 12:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, natural persons competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the applicable laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be MANNEQUIN MARINE, INC..

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCKS

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares all of which shall be voting common stock of the par value of One (\$1.00) Dollar.

To the extent permitted by law, said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954, as amended.

All of the said stock shall be payable in cash, or in services or property other than stock or securities, in lieu of cash, at a just valuation to be determined by the stockholders of this corporation at a regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business will not be less than Five Hundred (\$500.00) Dollars.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial office and principal of this corporation is:

GEORGE M. JOHNSON, II
1531 DALE MABRY HIGHWAY
SUITE 202
LUTZ, Florida 33549

The name of the initial registered agent of this corporation at the address listed above is GEORGE M. JOHNSON, II.

ARTICLE VII - DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one.

The names and addresses of the initial directors of this corporation are as follows:

GEORGE M. JOHNSON, II
1531 DALE MABRY HIGHWAY
SUITE 202
LUTZ, Florida 33549

The name and address of the person signing these Articles of Incorporation is as follows:


GEORGE M. JOHNSON, II
1531 DALE MABRY HIGHWAY
SUITE 202
LUTZ, Florida 33549

ARTICLE VIII - INCORPORATORS

The name and address of the incorporator of this corporation is as follows:

GEORGE M. JOHNSON, II
1531 DALE MABRY HIGHWAY
SUITE 202
LUTZ, Florida 33549

IN WITNESS WHEREOF the incorporator has hereunto set his hand and seal, this 21st day of JULY, 1997.



GEORGE M. JOHNSON, II

STATE OF FLORIDA

COUNTY OF PASCO

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State of Florida, County of Pasco, to take acknowledges, personally appeared GEORGE M. JOHNSON, II described as the incorporator in MANNEQUIN MARINE, INC., and he executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily and for the purposes therein expressed.

WITNESS my hand and official seal at Pasco County, Florida, this 21st day of JULY, 1997.

FL DRIVERS LIC
J 525-313-45-230-0

KATHLEEN H. SHELTON



NOTARY PUBLIC

My Commission Expires:

11/1/2000



KATHLEEN H. SHELTON
COMMISSION # CC 624142
EXPIRES JAN 11, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE

FOR THE SERVICE OF PROCESS WITHIN THIS STATE

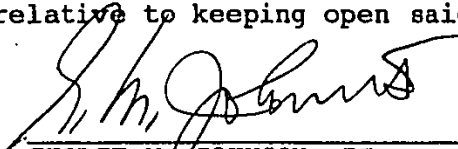
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

97 JUL 24 PM 12:16
TALLAHASSEE, FLORIDA

In pursuance of Chapter 616.023, Florida Statutes, the following is submitted in compliance with said act:

That GEORGE M. JOHNSON, II desiring to organize under the laws of the State of Florida as a corporation with its principal office, as indicated in its Articles of Incorporation, at 1531 DALE MABRY SUITE 202, LUTZ, Florida 33549 has named GEORGE M. JOHNSON, II as agent to accept service of process within this state.

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 to comply with the provisions of said act relative to keeping open said office.



GEORGE M. JOHNSON, II

P97000064497



ACCOUNT NO. : 072100000032

REFERENCE : 474951 85849A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : July 25, 1997

ORDER TIME : 10:01 AM

ORDER NO. : 474951-005

CUSTOMER NO: 85849A

600002247516--8

CUSTOMER: Arthur N. Hamel, Jr., Esq
ARTHUR N. HAMEL, JR., P.A.

1601 Jackson Street,
Suite 201
Fort Myers, FL 33901

DOMESTIC FILING

NAME: QUALITY CARE UNLIMITED, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

RECEIVED
97 JUL 25 AM 10:37
DIVISION OF CORPORATION

SN JUL 25 1997

8

ARTICLES OF INCORPORATION
OF
QUALITY CARE UNLIMITED, INC.

7791
97 JUL 25 PM 12:17
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is QUALITY CARE UNLIMITED, INC..

ARTICLE II

The period of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The aggregate number of shares that the corporation shall have the authority to issue is 1,000 shares of Capital Stock with no par value.

ARTICLE V

The mailing address of the corporation is 13180 North Cleveland Ave., Suite 236, North Fort Myers, Fl 33903.

ARTICLE VI

The initial street address in Florida of the initial registered office of the corporation is 13180 North Cleveland Ave., Suite 236, North Fort Myers, Fl 33903, and the name of the initial registered agent at such address is Sandra Mensonides.

ARTICLE VII

The initial board of directors shall consist of four (4) members. The number of directors may increase or decrease from time to time pursuant to the corporation's By-Laws, but shall never be less than one. The names and addresses of the corporate officers and directors are:

President/Dir.	Sandra D. Mensonides
Vice-President/Dir.	Jody Bagley
Secretary	Paul Ryans
Treasurer	Sandra D. Mensonides
Director	Frank M. Mensonides
Director	Binnie Thayer

ARTICLE VIII

The name and address of the person signing these articles is:

Sandra D. Mensonides
13180 North Cleveland Ave.
Suite 236
North Fort Myers, Fl 33903

ARTICLE IX

Except as otherwise provided by law, the entire voting power for the election of Officers and Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE X

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereof, and any right conferred upon these shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21st day of July, 1997.

Sandra D. Mensonides
SANDRA D. MENSIONIDES

STATE OF FLORIDA

COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this 21st day of July, 1997, by SANDRA D. MENSIONIDES, who is personally known to me or has produced Current Fla. Drivers license as identification and did take an oath.

(NOTARY SEAL)


MY COMMISSION EXPIRES



Carole Waters
NOTARY PUBLIC SIGNATURE
NAME: _____
COMMISSION NO.: _____

ACCEPTANCE OF 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 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.


SANDRA D. MENSONIDES, Registered Agent

ALL INFORMATION
JUL 25 PM 17
FLORIDA