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TRANSMITTAL LETTER

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314
(904) 487-6052

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DIVISION OF CORPORATIONS
DEPT. OF STATE

SUBJECT: Doc & Bill's of Clearwater, Inc.

Enclosed is an original and one (1) Copy of the Articles of Incorporation and a check for \$70.00 (\$35.00 Filing Fee and \$35.00 Designation of Registered Agent).

From: James W. Hollingsworth
711 North Overbrook Lane
Clearwater, FL 34615
Daytime Phone: (813) 441-4919

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*****70.00 *****70.00

**ARTICLES OF INCORPORATION
OF
Doc & Bill's of Clearwater, Inc.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation shall be:
Doc & Bill's of Clearwater, Inc.

ARTICLE II: LOCATION

The location of this corporation shall be:
711 North Overbrook Lane
Clearwater, FL 34615

ARTICLE III: NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other State, County, Territory, or Nation.

ARTICLE IV: CAPITAL STOCK

The maximum number of shares of capital stock that this corporations authorized to have outstanding at any one time is 1,000 shares of common stock having 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:
711 North Overbrook Lane
Clearwater, FL 34615

The name of the initial registered agent is James W. Hollingsworth.

ARTICLE VI: TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII: DIRECTORS

The corporation shall have one (1) director:
James W. Hollingsworth
711 North Overbrook Lane
Clearwater, FL 34615

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ARTICLE VIII: OFFICERS

The initial officers will be:
President, Secretary, & Treasurer
James W. Hollingsworth
711 North Overbrook Lane
Clearwater, FL 34615

ARTICLE IX: SUBSCRIBER

The name and street address of the subscribers to these Articles of Incorporation are:
James W. Hollingsworth
711 North Overbrook Lane
Clearwater, FL 34615

ARTICLE X: PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights as to all authorized and unissued shares.

ARTICLE XI: CUMULATIVE VOTING

NONE

ARTICLE XII: AMENDMENTS

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

ARTICLE XIII: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:
James W. Hollingsworth
711 North Overbrook Lane
Clearwater, FL 34615

The undersigned incorporator has executed these Articles of Incorporation this
28th day July, 1997.

James W. Hollingsworth

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this _____ day of July, 1997 by James W. Hollingsworth, who is personally known to me and who did take an oath and acknowledged to and before me that he has executed the foregoing instrument for the purposes therein expressed.

NOTARY PUBLIC:

Sign

State of Florida At Large (Seal)
My Commission Expires

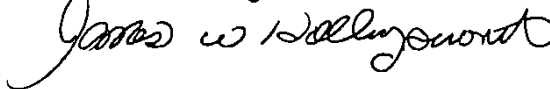
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of Section 7607.0501 or 617.0501, 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.

1. The name of the Corporation is: Doc & Bill's of Clearwater, Inc.
2. The name and address of the REgistered Agent and office is:
James W. Hollingsworth
711 North Overbrook Lane
Clearwater, FL 34615

HAVING BEEN NAMED as Registered Agent and to accept service of process for the above state 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.

James W. Hollingsworth



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