

P97000070504



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 496806 9416A

AUTHORIZATION *Patricia Pignatelli*

COST LIMIT : \$ 122.50

ORDER DATE : August 14, 1997

ORDER TIME : 10:31 AM

ORDER NO. : 496806-005

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CUSTOMER NO: 9416A

CUSTOMER: Michael Tannenbaum, Esq
MICHAEL D. TANNENBAUM, ESQ

Suite 304
2161 Palm Beach Lake Boulevard
West Palm Beach, FL 33409

DOMESTIC FILING

NAME: LIFE CARE KNOWLEDGE
INTERNATIONAL, 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: Daniel W Leggett

EXAMINER'S INITIALS:

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97 AUG 14 PM 12:11
TALLAHASSEE, FLORIDA

RECEIVED
97 AUG 14 AM 11:32

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FILED
97 AUG 14 PM 12:11
SEC. OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
LIFE CARE KNOWLEDGE INTERNATIONAL, INC.

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

ARTICLE I - NAME

The name of the corporation shall be: LIFE CARE KNOWLEDGE INTERNATIONAL, INC.

The address of the principal office of this corporation shall be 6644 N.W. 70th Place, Parkland, Florida 33067, and the mailing address of the corporation shall be the same.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having no par value per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 2161 Palm Beach Lakes Blvd., Suite 304, West Palm Beach, Florida 33409, and the name of the initial registered agent of the corporation at that address is Michael D. Tannenbaum.

ARTICLE V - TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII - INCORPORATOR

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

Michael D. Tannenbaum

2161 Palm Beach Lakes Blvd.
Suite 304
West Palm Beach, FL 33409

IN WITNESS WHEREOF, the undersigned has hereunto set my hand and seal of this 13 day of August, 1997.



MICHAEL D. TANNENBAUM

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION

The undersigned, MICHAEL D. TANNENBAUM, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



MICHAEL D. TANNENBAUM

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97 AUG 14 PM 12:12
TALLAHASSEE, FLORIDA

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08/14/97 THU 11:41 FAX 904 359 8700

FOLEY & LARDNER

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AM

FLORIDA DIVISION OF CORPORATIONS

11:17

EFFECTIVE DATE
8-13-97

PUBLIC ACCESS SYSTEM
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((H97000013385 4))

TO: DIVISION OF CORPORATIONS

FROM: FOLEY & LARDNER
CONTACT: KAREN PETERSON
PHONE: (904)359-2000

FAX #: (850)922-4001

ACCT#: 072720000061

FAX #: (904)359-8700

NAME: KEY AUDI, INC.
AUDIT NUMBER.....H97000013385
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 4
CERT. COPIES.....1 DEL.METHOD.. FAX
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ARTICLES OF INCORPORATION

OF

KEY AUDI, INC.

EFFECTIVE DATE
8-13-97

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

ARTICLE 1

NAME AND ADDRESS

Section 1.1 Name. The name of the corporation is Key Audi, Inc.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 4660 Southside Boulevard, Jacksonville, Florida 32216.

ARTICLE 2

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE 3

PURPOSES

Section 3.1 Purposes. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

Prepared by:

John A. Tucker IV, Esquire
Florida Bar No. 356123
Foley & Lardner
200 Laura Street North, Third Floor
Post Office Box 240
Jacksonville, FL 32201-0240
Telephone: 904/359-2000

Fax Audit No. H97000013385

ARTICLE 4

CAPITAL

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of voting common stock having a par value of \$0.01 per share.

ARTICLE 5

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 200 Laura Street, Jacksonville, Florida 32202 and the name of the initial registered agent of this corporation at that address is F&L Corp.

ARTICLE 6

DIRECTORS

Section 6.1 Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Directors. The name and address of the members of the first board of directors of the corporation are:

NameAddress

Thomas W. Perry, Jr.

4660 Southside Boulevard
Jacksonville, FL 32216

ARTICLE 7

BYLAWS

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

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ARTICLE 8

INCORPORATOR

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation is:

Name

Address

John A. Tucker IV, Esq.

200 Laura Street
Jacksonville, Florida 32202

ARTICLE 9

INDEMNIFICATION


Section 9.1 Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE 10

AMENDMENT

Section 10.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on August 13, 1997.



John A. Tucker IV, Esquire, Incorporator

Fax Audit No. H97000013385

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above 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. I am familiar with and I accept the obligations of a registered agent.

F&L CORP.

By: Charles V. Hedrick
Charles V. Hedrick
Authorized Signatory

Date: August 13, 1997

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