



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 29 PM 2:00

October 23, 1997

ROBERT H. LECZNAR, ESQUIRE
ATTN: LIANE SOMERVILLE
5922 MAIN STREET
NEW PORT RICHEY, FL 34652

SUBJECT: C.T.F. FREDRICK, INC.
Ref. Number: W97000024154

We have received your document for C.T.F. FREDRICK, INC.. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days of your filing; it will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 997A00051703

ARTICLES OF INCORPORATION
OF
C.T. F. FREDRICK, INC.

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WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I: NAME

The name of this Corporation shall be: C.T.F. Fredrick, Inc.

ARTICLE II: DURATION

This Corporation shall have perpetual existence and same shall commence its corporate existence at the time of filing of the Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE III: PURPOSE

The general purpose for which this Corporation is organized includes the transaction of any or all lawful businesses for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE IV: GENERAL POWERS

This Corporation shall have the following corporate powers, to-wit:

- A. To have a corporate seal, which may be altered at pleasure, and to use same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.
- B. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property of any interest therein, wherever situate.
- C. 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.
- D. To lend money to and use its credit to assist its officers and employees in accordance with Section 607.141.

E. 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.

F. 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.

G. To lend money for its corporate purposes, invest and re-invest its fund, and take and hold real and personal property as security for the payment of funds so loaned or invested.

H. To conduct its business, carry on its operations, and have offices and exercise the power granted by this act within or without this state.

I. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

J. To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

K. To make donations for the public welfare or for charitable, scientific or educational purposes.

L. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

M. 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 of its subsidiaries.

N. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

O. To have and exercise all powers necessary or convenient to effect its purpose.

ARTICLE V: SHARES OF STOCK

The aggregate number of shares which this Corporation shall have authority to issue shall be ONE HUNDRED shares of common class only with a par value of One Dollar (\$1.00) per share. Each holder of common stock in this Corporation shall be entitled to one vote for each

share of common stock held by him or her. One hundred percent (100%) of the common stock to be held by Dr. Thomas F. Fredrick.

ARTICLE VI: PRE-EMPTIVE RIGHTS

The shareholders of this Corporation shall have pre-emptive rights to acquire unissued or treasury shares of the Corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares in said corporation.

ARTICLE VII: PRINCIPLE PLACE OF BUSINESS

The street address of the Corporations principle place of business is as follows, to-wit: 9107 Ridge Road, New Port Richey, Florida 34654.

ARTICLE VIII: REGISTERED AGENT

The name and address of the Corporation's initial registered agent for service of process is as follows:

NAME	ADDRESS
Charles Thomas Fredrick Vice President/Operating Manager	512 E. Center Street Tarpon Springs, FL 34689

ARTICLE IX: BOARD OF DIRECTORS

The Board of Directors of this Corporation shall consist of one or more members, and the exact number thereof to be fixed by the By-Laws of said Corporation. The initial Board of Directors shall consist of two members whose names and addresses are as follows, to-wit:

NAME	ADDRESS
Dr. Thomas F. Fredrick President	4823 Ebbtide Lane # 405 Port Richey, FL 34668
Charles Thomas Fredrick Vice President	512 E. Center Street Tarpon Springs, FL 34689

Said members of the initial Board of Directors shall hold office until the first annual meeting of the shareholders, and until his successor shall have been elected and qualified, or until his earlier resignation, removal from office or death, whichever shall first occur.

ARTICLE X: INCORPORATORS

The following persons shall act as the incorporators of C.T.F. Fredrick, Inc. by signing and delivering, or causing to be delivered, said Articles of Incorporation, in duplicate, to the Department of State of the State of Florida:

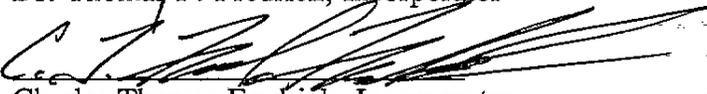
NAME	ADDRESS
Dr. Thomas F. Fredrick President	4823 Ebbtide Lane # 405 Port Richey, FL 34668
Charles Thomas Fredrick Vice President/Secretary	512 E. Center Street Tarpon Spring, FL 34689

ARTICLE XI: BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors. By-Laws adopted by the Board of Directors may be repealed or changed, and new By-Laws may be adopted by the shareholders, and the shareholders may prescribe in any By-Law made by them that such By-Laws shall not be altered, amended or repealed by the Board of Directors. The By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

IN WITNESS WHEREOF, WE, the undersigned subscribing incorporators, have hereunto set our bonds and seals this 22nd day of September, 1997, for the purpose of forming this Corporation under the laws of the State of Florida, and we hereby make and file in the Office of the Secretary of State, State of Florida, this Certificate of Incorporation, and certify that the facts herein stated are true.


Dr. Thomas F. Fredrick, Incorporator


Charles Thomas Fredrick, Incorporator

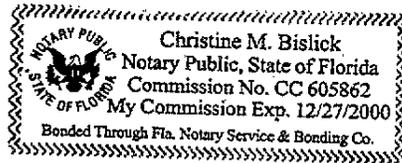
STATE OF FLORIDA

COUNTY OF PASCO

The foregoing instrument was acknowledged before me this 22nd day of September 1997, by Thomas F. Fredrick, and Charles Thomas Fredrick who are personally known to me or who have produced drivers licenses as identification and who ~~did~~ did not take an oath.

Christine M. Bislick

Notary Public, State of FL
Commission No. CC605862
My Commission Expires:
(SEAL)



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

FILED
SECRETARY OF STATE
CORPORATIONS
OCT 22 2 00 PM '97

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - THAT C.T.F. FREDRICK, INC. DESIRING TO
(NAME OF CORPORATION)

ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF NEW PORT RICHEY, STATE OF
(CITY)

FLORIDA, HAS NAMED CHARLES THOMAS FREDRICK, LOCATED AT
(STATE) (NAME OF REGISTERED AGENT)

512 E. CENTER STREET, TARPON SPRINGS, FLORIDA 34689, CITY OF

TARPON SPRINGS, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE
(CITY)

OF PROCESS WITHIN FLORIDA.

SIGNATURE *Charles Thomas Fredrick*
(CORPORATE OFFICER)

TITLE President

DATE 10/24/97

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 PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE *[Signature]*
(REGISTERED AGENT)

DATE 10-25-97