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ACCOUNT NO. : 072100000032

REFERENCE : 551471 10928A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : October 2, 1997

ORDER TIME : 10:01 AM

ORDER NO. : 551471-005

CUSTOMER NO: 10928A

CUSTOMER: Edward P. Phillips, Esq
EDWARD P. PHILLIPS, ESQUIRE

Suite 206
1881 University Drive
Coral Springs, FL 33071

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DOMESTIC FILING

Delray Beach

NAME: ADI OF FLORIDA, 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: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
97 OCT -2 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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W97-22594

NOV - 4 1997

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 2, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: ADI OF FLORIDA, INC.
Ref. Number: W97000022594

RESUBMIT

Please give original
submission date as file date.

We have received your document for ADI OF FLORIDA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 197A00048573

97 NOV -4 AM 11:27
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 4, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

RESUBMIT

Please give original
submission date as file date.

We have received your document for ADI OF DELRAY BEACH, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of 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 or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 797A00053347

RECEIVED
97 NOV -7 AM 10:35
TALLAHASSEE, FL 32301

ARTICLES OF INCORPORATION

OF

ADI OF DELRAY BEACH, INC.

FILED

97 OCT -2 AM 11:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, a natural person competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the proposed corporation is:

ADI OF DELRAY BEACH, INC.

ARTICLE II - NATURE OF BUSINESS

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

ARTICLE III - CAPITAL STOCK

The total number of shares of stock which the Corporation shall have the authority to issue is one thousand (1,000) shares and the par value of each of such shares is one (\$1.00) dollar.

All of said stock shall be payable in cash, property, labor, or services at a just valuation to be fixed by the officers at a meeting called for that purpose; property, labor, or services may be purchased, or paid for with the capital stock at a just valuation to be fixed by the officers of the Corporation at a meeting called for that purpose.

ARTICLE IV- TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved according to law and shall commence business on the date that these Articles are filed and approved by the Department of State of the State of Florida.

ARTICLE V - LOCATION

The principal place of business of the Corporation shall be:

ADI of Delray Beach, Inc.
304 NE 4th Street
Delray Beach, FL 33444

ARTICLE VI - DIRECTORS

This Corporation shall have one (2) Directors initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders, but shall never be less than one. The name and post office address of the members of the first Board of Directors is:

Charles E. Spraggs
304 NE 4th Street
Delray Beach, FL 33444

Kelly G. Jackson
304 NE 4th Street
Delray Beach, FL 33444

ARTICLE VII - SUBSCRIBER

The name and post office address of the subscriber hereto is:

Charles E. Spraggs
304 NE 4th Street
Delray Beach, FL 33444

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Stockholders at a Stockholders' Meeting by vote of the Stockholders voting the majority of the stock capable of being voted, unless all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation is made.

ARTICLE IX - INITIAL REGISTERED AGENT

The corporation has designated the following as the registered Agent for the corporation, pursuant to Florida Statutes, to wit:

Charles E. Spraggs
304 NE 4th Street
Delray Beach, FL 33444

ARTICLE X - 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, and designated registered agent, have hereunto set my hand and seal for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make, subscribe, acknowledge, and file in the office of the Secretary of State these Articles of Incorporation and certify that the facts herein stated are true, all this 6 day of NOV, 1997.

I hereby accept and am familiar with the duties of being registered agent.



Incorporator and Registered Agent

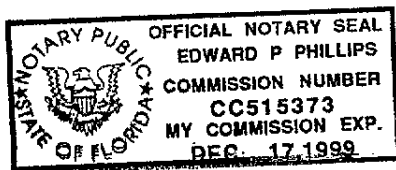
STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this date before me, the undersigned authority, personally appeared CHARLES E. SPRAGGS, who is personally known to me or who produced _____ as identification and who, after being duly sworn by me on oath, acknowledged that HE executed the foregoing Articles of Incorporation for the purposes expressed therein, and HE acknowledged that HE is a natural person competent to contract.

SWORN TO AND SUBSCRIBED before me this 6 day of NOV, 1997.

Edward Phillips
NOTARY PUBLIC

MY COMMISSION EXPIRES:



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97 OCT -2 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA