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LAW OFFICES
DULMER & TRACY
CHARTERED

FILED

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JOHN J. DULMER, JR.
DENNIS J. TRACY

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TELEPHONE
(941) 485-7761
TELECOPY
(941) 488-9482

November 6, 1997

Corporate Records Bureau
Division of Corporations
Secretary of State
P.O. Box 6327
Tallahassee, Florida 32301

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-11/10/97--01060--006
****122.50 ****122.50

Re: Venice Area Partial Services, Inc.

Dear Sir/Madam:

Enclosed herewith please find an original and one copy of the Articles of Organization and Certificate of Resident Agent in connection with the above referenced matter. In addition, please find our check in the amount of \$122.50 representing filing fees with regard to same. Kindly return a filed copy of the Articles to this office in the envelope provided herein for your convenience.

Should you have any questions, please feel free to contact the undersigned. Thank you for your kind courtesies and prompt attention to this matter.

Very truly yours,

DULMER & TRACY, CHARTERED

BY: 

DENNIS J. TRACY, ESQ.

DJT/kmd
Enc.

P. Hall
NOV 13 1997

ARTICLES OF INCORPORATION
OF
VENICE AREA PARTIAL SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form this corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is VENICE AREA PARTIAL SERVICES, INC.

ARTICLE II

NATURE OF BUSINESS

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

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares of common stock having a nominal par value of One Dollar (\$1.00).

ARTICLE IV

COMMENCEMENT DATE

This corporation shall commence its existence on the date these Articles are filed and accepted by the offices for the Secretary of State for the State of Florida.

ARTICLE V

PRINCIPAL OFFICE

The principal office of this corporation is 3856 Tarpon Road, Venice, Florida 34293, which address is also the mailing address of the corporation.

ARTICLE VI

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3856 Tarpon Road, Venice, Florida 34293, and the name of the initial registered agent of this corporation at that address is **MELANIE L. ALCORN**.

ARTICLE VIII

DIRECTORS

This corporation shall have one (1) director 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 (1).

ARTICLE VIII

INITIAL DIRECTORS

The name and post office address of the member of the first Board of Directors is :

NAME:

MELANIE L. ALCORN

ADDRESS:

**3856 Tarpon Road
Venice, Florida 34293**

ARTICLE IX

INCORPORATORS

The name and post office address of the Incorporator of these Articles of Incorporation is: -

NAME:

ADDRESS:

MELANIE L. ALCORN

- 3856 Tarpon Road
Venice, Florida 34293

ARTICLE X

TRANSFERABILITY OF SHARES

Any and all of the stockholders of this corporation may from time to time enter into such agreement as may seem expedient to them, relating to the shares of stock held by them, and limiting the transferability thereof; and thereafter any transfer of said shares shall be made in accordance with the terms of said agreement provided that before the actual transfer of said shares on the books of the corporation, written notice of such agreement shall be given to this corporation by filing a copy thereof with the Secretary of the corporation, and a reference to such agreement noted upon the certificate representing said shares, and by the By-Laws of this corporation shall likewise include proper provisions for the making of such agreements as aforesaid.

ARTICLE XI

PRE-EMPTIVE RIGHTS

Each stockholder of the corporation shall have the right to purchase or subscribe for, at the par value thereof, a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent to any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE XII

CUMULATIVE VOTING RIGHTS

The principal of cumulative voting shall apply in all elections of directors of the corporation. Each stockholder entitled to vote shall have votes equal to the number of shares with voting rights held by him multiplied by the number of directors to be elected, and each may cast all of his votes for a single candidate or may divide and distribute his votes among any two or more candidates, as he may see fit. Each stockholder may,

if he desires, cast fewer than all the votes to which he is entitled to an election of directors, but no ballot shall be valid if the total votes shown thereon are in excess of the total number of votes to which the stockholder casting such ballot is entitled.

At any such election, the candidates receiving the highest number of votes, up to the number of directors to be chosen, shall be elected, and an absolute majority of the votes cast is not a prerequisite to the election of any candidate to the Board of Directors.

ARTICLE XIII

TRANSACTIONS WITH INTERESTED DIRECTORS OR OFFICERS

In the absence of fraud, no contract or other transactions between this corporation and any other corporation or any individual or firm shall be in any way affected or invalidated by the fact that any of the directors or officers of this corporation are interested in such contract or transaction; provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of said Board of Directors at which such contract or transaction is authorized or confirmed; and provided further, that any such directors of this corporation who are so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE XIV

DIRECTORS - INDEMNIFICATION

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceedings, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorney's fees), judgments, fines, and amounts paid in connection with such action, suit, or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a

determination by a majority of disinterested directors (subject to the approval of a majority of stockholders) that indemnification is proper in the particular circumstances the nature and status at the time of such payment of the litigations or threatened litigations.

ARTICLE XV

REPLACEMENT OF STOCK CERTIFICATES

The Board of Directors may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed certificates.

ARTICLE XVI

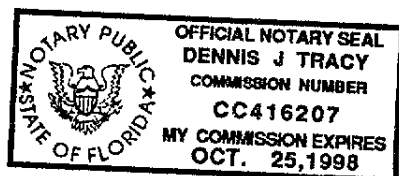
AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

Melanie L. Alcorn (SEAL)
MELANIE L. ALCORN

STATE OF FLORIDA
COUNTY OF SARASOTA:

The foregoing instrument was acknowledged before me this 25th day of September, 1997 by MELANIE L. ALCORN, [✓] who is personally known to me or [] who has produced _____ as identification and who did take an oath.



[Signature]
Notary Public
Typed Name _____
My Commission Expires: _____

FILED

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST. . . That VENICE AREA PARTIAL SERVICES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 3856 Tarpon Road, Venice, Florida, hereby appoints as its agent to accept service of process within Florida, the following:

MELANIE L. ALCORN

SIGNATURE: Melanie L. Alcorn
MELANIE L. ALCORN
(Corporate Officer)

TITLE: President

DATE: September 25, 1997

Having been named to accept service of process for the above stated corporation, at the place designed in this certificate, 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.

SIGNATURE: Melanie L. Alcorn
MELANIE L. ALCORN
(Resident Agent)

DATE: September 25, 1997