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PETERSON & MYERS, P.A.  
ATTORNEYS AT LAW

J. HARDIN PETERSON, SR. (1894-1978)  
MICHAEL W. CREWS (1941-1991)

PHILIP O. ALLEN  
JACK P. BRANDON  
BEACH A. BROOKS, JR.  
KRISTEN M. BUZZANCA  
J. DAVIS CONNOR  
MICHAEL S. CRAIG  
ROY A. CRAIG, JR.  
JACOB C. DYKXHOORN  
DENNIS P. JOHNSON  
KEVIN C. KNOWLTON  
DOUGLAS A. LOCKWOOD, III  
M. CRAIG MASSEY  
PETER J. MUNSON  
CORNEAL B. MYERS  
CORNELIUS B. MYERS, III  
E. BLAKE PAUL  
ROBERT E. PUTERBAUGH  
ABEL A. PUTNAM  
THOMAS B. PUTNAM, JR.  
DEBORAH A. RUSTER  
STEPHEN R. SENN  
ANDREA TEVES SMITH  
KEITH H. WADSWORTH  
KERRY M. WILSON

P.O. BOX 1079  
LAKE WALES, FLORIDA 33859-1079

130 EAST CENTRAL AVENUE  
LAKE WALES, FLORIDA 33853  
(941) 676-7611  
(941) 683-8942  
FAX 676-0643

P.O. BOX 24628  
LAKELAND, FLORIDA 33802-4628

100 EAST MAIN STREET  
LAKELAND, FLORIDA 33801  
(941) 683-6511  
(941) 676-6934  
FAX 682-8031

P.O. DRAWER 7608  
WINTER HAVEN, FLORIDA 33883-7608

141 5TH STREET, NW, SUITE 300  
WINTER HAVEN, FLORIDA 33881  
(941) 294-3360  
FAX 299-5498

PLEASE REPLY TO:  
Lakeland

November 11, 1997

Secretary of State  
Corporate Records Bureau  
Post Office Box 6327  
Tallahassee, Florida 32314

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-11/13/97--01042--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: SMA OF LAKE LAND, INC.

Ladies and Gentlemen:

Enclosed please find the original Articles of Incorporation of the above-referenced corporation, subject to your approval. We are also enclosing the Certificate Designating Registered Agent, together with a check in the amount of \$70.00 representing payment of the filing fees.

Please confirm the filing of these Articles.

Your prompt attention to this matter will be sincerely appreciated.

Sincerely,

  
Peter J. Munson

PJM/jlf  
Enclosures

FILED  
97 NOV 13 AM 9:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Handwritten:* Done 11/17/97

**ARTICLES OF INCORPORATION**  
**OF**  
**SMA OF LAKELAND, INC.**

FILED  
97 NOV 13 AM 9:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

**ARTICLE I - Name**

The name of the corporation is **SMA OF LAKELAND, INC.**

**ARTICLE II - Principal Office  
and Mailing Address of the Corporation**

The address of the principal office of the corporation is 2000 East Edgewood Drive, No. 214, Lakeland, Polk County, Florida, and its mailing address is 2000 East Edgewood Drive, No. 214, Lakeland, Florida 33803.

**ARTICLE III - Duration**

The corporation shall exist perpetually thereafter until dissolved according to law.

**ARTICLE IV - Purpose**

The corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE V - Stock**

The corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shares shall be designated "Common Shares."

**ARTICLE VI - Preemptive Rights**

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price offered to others, a pro rata

portion of any stock of any class that the corporation may issue or sell, whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof.

#### ARTICLE VII - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

The corporation shall have two directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation.

The names and street addresses of the initial directors who shall hold office until their successors, who shall be chosen at the first meeting of the stockholders have qualified, shall be:

<u>Name</u>	<u>Business Address</u>
S. Douglas McKeel	2000 East Edgewood Drive, No. 214 Lakeland, Florida 33803
Seth D. McKeel, Jr.	2000 East Edgewood Drive, No. 214 Lakeland, Florida 33803

#### ARTICLE VIII - Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

#### ARTICLE IX - Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend, or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended, or repealed by the board of directors.

ARTICLE X - Amendment

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE XI - Incorporator


The names and addresses of the Incorporators to these articles of incorporation are:

<u>Name</u>	<u>Address</u>
S. Douglas McKeel	2000 East Edgewood Drive, No. 214 Lakeland, Florida 33803
Seth D. McKeel, Jr.	2000 East Edgewood Drive, No. 214 Lakeland, Florida 33803

ARTICLE XII - Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 2000 East Edgewood Drive, No. 214, Lakeland, Florida 33803, and the name of the initial registered agent of the corporation at that address is Seth D. McKeel, Jr.

IN WITNESS WHEREOF, the undersigned, as incorporators, hereby execute these articles of incorporation this 6<sup>th</sup> day of <sup>Nov.</sup>~~October~~, 1997.

  
S. DOUGLAS MCKEEL, Incorporator

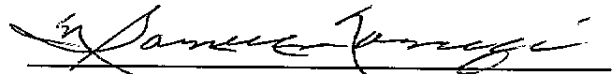
  
SETH D. MCKEEL, JR., Incorporator

STATE OF FLORIDA  
COUNTY OF POLK

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **S. DOUGLAS MCKEEL**, and **SETH D. MCKEEL, JR.**, each of whom is personally known to me.

WITNESS my hand and official seal this 6TH day of ~~October~~ <sup>NOVEMBER</sup> ~~XXXXXX~~, 1997, at Lakeland, Florida.

(NOTARIAL SEAL)



Notary Public - M. SORRELLS NORIEGA  
State of Florida at Large  
My Commission Expires:



To: The Department of State  
Tallahassee, Florida 32304

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

In compliance with Section 607.0501 of the Florida General Corporation Act, the following is submitted:

**SMA OF LAKE LAND, INC.**, with its place of business at 2000 East Edgewood Drive, No. 214, Lakeland, Florida 33803, has named **SETH D. MCKEEL, JR.**, located at 2000 East Edgewood Drive, No. 214, Lakeland, Florida 33803, as its agent to accept service of process within Florida.

Dated: <sup>Nov</sup> October 6, 1997.

**SMA OF LAKE LAND, INC.**,

By: 

**S. DOUGLAS MCKEEL,**  
President

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 provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of Chapter 607 of the Florida General Corporation Act.

Dated: <sup>Nov</sup> October 6, 1997.

  
**SETH D. MCKEEL, JR.**,  
Registered Agent

FILED  
97 NOV 13 AM 9:  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA