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December 2, 1997

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

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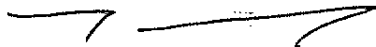
Re: Bennett of Ft. Myers, Inc.

Dear Sir or Madam:

Enclosed herewith please find the original and one (1) copy of Articles of Incorporation for the above styled corporation which needs to be filed with your office, as well as our check in the amount of Seventy (\$70.00) Dollars for costs incurred in same. After the Articles of Incorporation have been filed, please return the copy with the confirmation letter of filing the above referenced Corporation in the self-addressed stamped envelope enclosed for your convenience.

Do not hesitate to contact our office if you have any questions or require further information.

Sincerely yours,



Thomas O. Michaels, Esq.

TOM/rap
Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/5/97-440

ARTICLE OF INCORPORATION
OF
BENNETT OF FT. MYERS, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation is: Bennett of Ft. Myers, Inc.

ARTICLE II
DURATION

The term of the existence of the corporation is perpetual, and shall commence on the date of filing of these Articles.

ARTICLE III
PURPOSE

The purpose of which the corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is 1,000 all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE V
SPECIAL PROVISION

It is the intent of the incorporator that the corporation may qualify under Section 1244 of the Internal Revenue Code, and the initial board of directors are hereby authorized at their own direction, to determine to so qualify the stock under the appropriate sections of the Internal Revenue Code.

ARTICLE VI
PRINCIPAL OFFICE AND
REGISTERED OFFICE

The principal office, if known, or the mailing address of the corporation is 2611 Seville Blvd., Clearwater, Florida 33764

Prepared By:
Thomas O. Michaels, Esquire
1370 Pinehurst Road
Dunedin, Florida 34698
(813) 733-8030
FL Bar No. 270830

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TALLAHASSEE, FLORIDA

The street address of the initial registered office of the corporation is 2611 Seville Blvd., Clearwater, Florida 33764 and the name of the initial registered agent at that address is Laura Smith, Esquire.

ARTICLE VII
DIRECTORS/OFFICERS

The initial board of directors of the corporation shall consist of not less than one (1) member.

The name and address of the first board of directors are:
William O. Bennett, 8000 Park Blvd., Pinellas Park, Florida 33781.

The name and address of the initial officers of this Corporation are:
William O. Bennett, 8000 Park Blvd., Pinellas Park, Florida 33781,
President, Secretary, and Tresurer.

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator is: Laura Smith, Esquire, 2611 Seville Blvd., Clearwater, Florida 33764.

ARTICLE IX
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

Dated this 2 day of December, 1997.

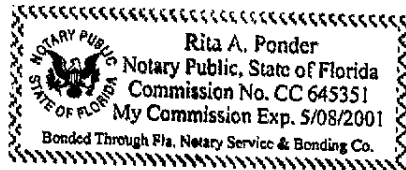


LAURA SMITH, ESQUIRE,
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 2nd day of December, 1997, by LAURA SMITH, ESQUIRE who has produced

a Florida Driver's License as identification and who did take an oath, and acknowledged to and before me that she has executed the foregoing instrument for the purposes therein expressed.



NOTARY PUBLIC:

Sign Rita A. Ponder
Print Rita A. Ponder
Notary Public
State of Florida
My Commission Expires:
(Seal, if applicable)

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Laura Smith
LAURA SMITH, ESQUIRE
Registered Agent

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TALLAHASSEE, FLORIDA