

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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MARC A. FALCO P.A.
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of counsel
National Board of Trial Advocacy
Board Certified Civil Trial Lawyer
Florida Bar Board of Legal Specialists

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*Admitted in Fla. and N.J.

**Admitted in Fla. and Ga.

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December 19, 1997

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*****70.00 *****70.00


Sandra B. Mortham
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

Re: Filing of an Incorporation - Oaks Center A.D. 1992, Inc.

Dear Ms. Mortham:

I am enclosing herewith for approval and filing in your office the Articles of Incorporation of OAKS CENTER A.D. 1992, INC., along with a check in the amount of \$70.00 for the filing fee of same.

Very truly yours,


F. Michael Mosca

FMM:fgm

Enclosure

FILED
97 DEC 22 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JN 12-24-97

PLEASE REPLY TO SARASOTA

BOCA RATON

4800 N. Federal Hwy., Suite 106-D
Boca Raton, FL 33431
(561) 338-0505 • Fax: (561) 392-3722

SARASOTA

100 Wallace Ave., Suite 240
Sarasota, FL 34237
(941) 951-1951 • Fax: (941) 366-4571

ATLANTA

3166 Mathieson Dr.
Atlanta, GA 30305
(404) 239-0305 • Fax: (404) 239-0520

ARTICLES OF INCORPORATION

OF

OAKS CENTER A.D. 1992, INC.

The undersigned incorporators to these Articles of Incorporation, being natural persons competent to contract, do hereby form this professional service corporation under Chapter 621 of the laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be:

OAKS CENTER A.D. 1992, INC.

ARTICLE II

ADDRESS

The principal place of business shall be:

4945 Sawyer Road
Sarasota, Florida 34233

ARTICLE III

GENERAL PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

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ARTICLE IV

AUTHORIZED SHARES

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of common stock at One Dollar (\$1.00) par value.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of stock so to be issued.

ARTICLE V

TERM OF EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office in this Corporation in the State of Florida shall be:

100 Wallace Avenue

Suite 240

Sarasota, Florida 34237

The name of the initial registered agent of this Corporation at that address shall be:

F. MICHAEL MOSCA

ARTICLE VII

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of the business and affairs of the Corporation shall be managed under to direction of, a Board of Directors, which shall have not less than one or more than seven Directors. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

ARTICLE VIII

DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
Giuseppe Giannini - President	4945 Sawyer Road Sarasota, Florida 34233
Giovanna Giannini - Vice President/Secretary and Treasurer	4945 Sawyer Road Sarasota, Florida 34233

ARTICLE IX

INCORPORATOR

The name and street address of the incorporators signing these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Giuseppe Giannini	4945 Sawyer Road Sarasota, Florida 34233

ARTICLE X

SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, its shareholders and directors are hereby adopted as a part of these Articles of Incorporation.

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.
2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.
3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers or otherwise.

ARTICLE XI

PRE-EMPTIVE RIGHTS

In the event of an issue of non-issued capital stock or of new stock, should the stock be increased, the existing stockholders at the time of such issue shall have the right to subscribe for and to purchase such stock so issued in a number of shares proportionate to the amount owned at the time of said subsequent issue. In the event that one or more of the stockholders shall fail or refuse to exercise their option, his or their right to subscribe shall inure to the benefit of the other stockholders.


Written notice of intention to issue non-issued capital stock or new stock shall be given by the Corporation to all stockholders and the stockholders shall notify the Corporation of their intention to subscribe within (15) days after such notice.

ARTICLE XII

AMENDMENTS

The Articles of Incorporation may be amended, changed or altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Sarasota, Florida for the uses and purposes aforesaid this 18 day of December, 1997.

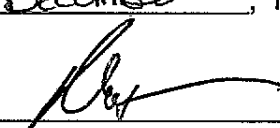


GIUSEPPE GIANNINI, Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State of Florida and County of Sarasota, to take acknowledgements personally appeared GIUSEPPE GIANNINI, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that they made and executed the same for uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State named above this 18th day of December, 1997.



NOTARY PUBLIC, State of Florida

Print Name: Felix Michael Mosca
My Commission Expires:



FELIX MICHAEL MOSCA
My Commission CC415588
Expires Oct. 23, 1998
Bonded by HAI
800-422-1555

DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT

The pursuance of §48.091 and Chapter 607, Florida Statutes, **OAKS CENTER A.D. 1992, INC.**, having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein 4945 Sawyer Road, Sarasota, Florida 34233, has named F. MICHAEL MOSCA located thereat as its registered agent to accept service of process within this State.



GIUSEPPE GIANNINI, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

BY:



F. MICHAEL MOSCA, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA