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DENNIS & BOWMAN, P.A.

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SONDRA D. TANTON  
ROBIN B. YARBOROUGH

\*Certified Circuit Civil Mediator

March 26, 1998

NURSE CONSULTANT:  
MARY KAY WILLIAMS, RN, BSN

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

Subject: The Groove Ranch, Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of the articles of incorporation of The Groove Ranch, Inc., and a check for \$78.75, for the filing fee and certificate of incorporation. Please return the certificate to:

John Grant  
P.O. Box 15589  
Tallahassee, FL 32317  
(850) 422-3345.

Thank you for your assistance.

Sincerely,

DENNIS & BOWMAN, P.A.

  
John A. Grant

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98 MAR 26 PM 2:40  
DIVISION OF INCORPORATION

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-03/27/98-01001-007  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98-3-26-98

ARTICLES OF INCORPORATION  
OF  
THE GROOVE RANCH, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is **The Groove Ranch, Inc.**

ARTICLE II - NATURE OF BUSINESS

The general character, purpose, and nature of business to be transacted by this corporation is as follows:

(a) To carry on in any capacity any business or trade deemed legal in the State of Florida.

(b) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(c) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(d) To become a partner with any person or persons, corporation, or any other business entity and engage in the same or other or any character of business legal in the State of Florida.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any firm, association or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same.

(g) To carry on any or all of its operations and business, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(h) To do any or all of the things herein set forth to the same extent as natural

persons might or could do; and in any part of the world as principals, agents, contractors or otherwise, alone or in company with others, and to do and perform all such things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above named.

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The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers, or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses and in this Article shall be regarded as independent objects and powers.

### ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Ten Thousand (10,000) shares of common stock. Said authorized shares may be divided into voting and non-voting shares before issuance by action of the Board of Directors; provided, however, that in the event such designation is specifically made by the Board of Directors, said stock shall be deemed voting.

Authorized capital stock may be paid for in cash, service or property at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

### ARTICLE IV - INITIAL CAPITAL

The amount of the capital with which this Corporation shall begin business is \$500.00.

### ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

### ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation is to be at 117 Sandpoint Court, Sanford, Florida 32773. The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

### ARTICLE VII - RESIDENT AGENT

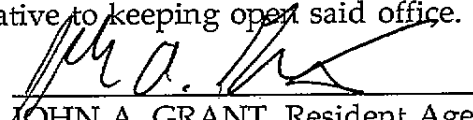
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That The Groove Ranch, Inc., desiring to organize under the laws of the State of

Florida with its principal office as indicated in the Articles of Incorporation in the City of Tallahassee, Florida, County of Leon, has named JOHN A. GRANT, Attorney at Law, located at 2367 Centerville Road, Tallahassee, Leon County, Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
JOHN A. GRANT, Resident Agent

**ARTICLE VIII - INCORPORATOR**

The name and street address of the incorporator to these Article of Incorporation is:

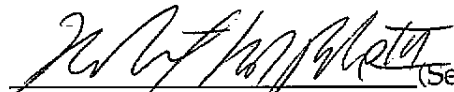
Robert M. Boulware, III  
117 Sandpoint Ct.  
Sanford, Florida 32773

**ARTICLE IX - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

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98 MAR 26 PM 2:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 24th day of March, 1998.

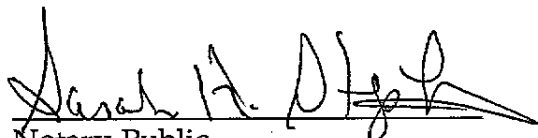
 (Seal)  
ROBERT M. BOULWARE, III  
Incorporator

STATE OF FLORIDA  
COUNTY OF SEMINOLE

Before me, the undersigned Notary Public, personally appeared ROBERT M. BOULWARE, III, who is personally known to me or who produced FDLB460773 641350 as identification, who first being duly sworn executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed.

24th Witness my hand and official seal in the County and State named above this day of March, 1998.



  
Notary Public  
My Commission Expires: 12-20-2000