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SHEAR, NEWMAN, HAHN & ROSENKRANZ, P.A.

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FLORIDA DIVISION OF CORPORATIONS
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FROM: SHEAR, NEWMAN, HAHN & ROSENKRANZ, P.A.
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NAME: SHERWOOD DAYTONA, INC.

AUDIT NUMBER.....H98000012855

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION

OF

SHERWOOD DAYTONA, INC.

The undersigned, acting as incorporator of SHERWOOD DAYTONA, INC., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the Corporation is:

SHERWOOD DAYTONA, INC.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE III. DURATION

The term of existence of the Corporation is perpetual.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 7500 shares of Common Stock having a par value of \$1.00 per share. The Board of Directors may authorize shares to be issued for any consideration described in Section 607.0621, Florida Statutes, or otherwise provided by law.

ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of the Corporation is 201 E. Kennedy Boulevard, 10th Floor, Tampa, Florida 33602. The Corporation's initial registered agent at the registered office is Stanley W. Rosenkranz.

Prepared by:

L. David Shear, Esquire
Florida Bar No. 0073049
Shear, Newman, Hahn
& Rosenkranz, P.A.
201 E. Kennedy Blvd., 10th Floor
Tampa, FL 33602
(813) 228-8530

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ARTICLE VI. MAILING ADDRESS AND PRINCIPAL OFFICE

The mailing address of the Corporation is 6304 Benjamin Road, Suite 503, Tampa, Florida 33634 and the address of the principal office of the Corporation is 2310 W. International Speedway Blvd., Daytona Beach, Florida 32114.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
L. David Shear	201 E. Kennedy Blvd., 10th Floor Tampa, FL 33602

ARTICLE VIII. BOARD OF DIRECTORS

The Corporation shall have four (4) directors initially. The number of directors may be either increased or decreased from time to time as provided in the bylaws, but shall never be less than one (1). The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Ronald P. Kaufman, M.D.	3500 E. Fletcher Ave., Suite 530 MDC Box 62 Tampa, Florida 33613
Brian L. Pearlman, CPA	2203 N. Lois Avenue Suite 700 Tampa, Florida 33607
Chuck D. Winship	505 E. Jackson Street Suite 308 Tampa, Florida 33602
Fleury Yelvington	4909 Pilgrim's Pathway Tampa, Florida 33611

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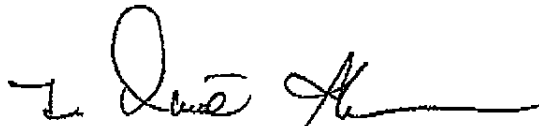
ARTICLE IX. BYLAWS

Either the board of directors or the shareholders may adopt, alter, amend, or repeal bylaws; provided, however, the board of directors may not amend or repeal any bylaw adopted by the shareholders, if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE X. AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law; provided, however, the unanimous consent of the shareholders is required to amend Articles IX and X of these Articles of Incorporation.

The undersigned incorporator has executed these Articles of Incorporation this 10th day of July, 1998.



L. David Shear
Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: Sherwood Daytona, Inc.
2. The name and address of the registered agent and office is:

Stanley W. Rosenkranz
201 E. Kennedy Blvd., 10th Floor
Tampa, Florida 33602

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Stanley W. Rosenkranz
Stanley W. Rosenkranz

Date: July 10, 1998

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