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JULY 21, 1998

DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE
POST OFFICE BOX 6327
TALLAHASSEE, FLORIDA 32314

800002596228--5
-07/23/98-01029-010
****122.50 ****122.50

DEAR SIRs;

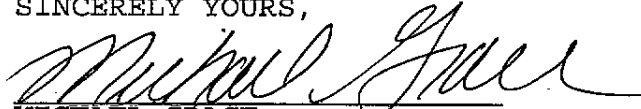
ENCLOSED ARE TWO (2) COPIES OF THE ARTICLES OF
INCORPORATION OF **GRACE OF TAMPA BAY, INC.** AND THE
APPOINTMENT OF A REGISTERED AGENT FOR FILING PURPOSES.

ALSO ENCLOSED IS A CHECK FOR \$122.50 TO COVER CHARTER
TAX, FILING FEES, REGISTERED AGENT FILING FEE, AND COST OF
A CERTIFIED COPY OF THE ARTICLES.

PLEASE SEND A CERTIFIED COPY TO ME.

THANK YOU FOR YOUR PROMPT ATTENTION TO THIS MATTER.

SINCERELY YOURS,


MICHAEL GRACE

GRACE OF TAMPA BAY, INC.
6400 MOCKINGBIRD WAY SOUTH
ST PETERSBURG FL 33707

FILED
98 JUL 23 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH JUL 24 1998

ARTICLES OF INCORPORATION
OF
GRACE OF TAMPA BAY, INC.

FILED
98 JUL 23 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I. NAME

THE NAME OF THIS CORPORATION IS GRACE OF TAMPA BAY, INC.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION WILL BE 6400 MOCKINGBIRD WAY SOUTH, ST PETERSBURG, FLORIDA 33707.

ARTICLE III. DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY COMMENCING ON THE DATE OF FILING OF THESE ARTICLES.

ARTICLE IV. PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY AND ALL LAWFUL BUSINESS.

ARTICLE V. CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 500 COMMON SHARES OF \$1.00 PAR VALUE.

ARTICLE VI. PREEMPTIVE RIGHTS GRANTED

EVERY SHAREHOLDER, UPON SALE FOR CASH BY THIS CORPORATION OF ANY NEW CAPITAL STOCK OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE OR SHE ALREADY HOLDS, SHALL HAVE THE PREEMPTIVE RIGHT TO PURCHASE HIS OR HER PRO RATE SHARE THERE OF (AS NEARLY AS MAY BE DONE WITHOUT THE ISSUANCE OF FRACTIONAL SHARES)..

ARTICLE VII. REGISTERED AGENT AND OFFICE

THE STREET ADDRESS OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS 6400 MOCKINGBIRD WAY SOUTH, ST PETERSBURG, FLORIDA 33707. THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS MICHAEL GRACE.

ARTICLE VIII. DIRECTORS

THE BOARD OF DIRECTORS SHALL CONSIST OF ONE MEMBER. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BUT SHALL NEVER BE LESS THAN (1). THE NAME AND ADDRESS OF EACH MEMBER OF THE BOARD OF DIRECTORS ARE:

MICHAEL GRACE
6400 MOCKINGBIRD WAY SOUTH
ST PETERSBURG, FLORIDA 33707

ARTICLE IX. CUMULATIVE VOTING

AT THE ELECTION FOR DIRECTORS, EVERY SHAREHOLDER ENTITLED TO VOTE IN THE ELECTION SHALL HAVE THE RIGHT TO CUMULATE HIS VOTES BY GIVING ONE CANDIDATE AS MANY VOTES AS THE NUMBER OF DIRECTORS TO BE ELECTED AT THE TIME MULTIPLIED BY THE NUMBER OF HIS OR HER SHARES OR BY DISTRIBUTING THE VOTES ON THE SAME PRINCIPAL AMONG ANY NUMBER OF CANDIDATES.

ARTICLE X. RESTRICTIONS ON TRANSFER OF STOCK

SHARES HELD OR ACQUIRED BY THE CORPORATION MAY NOT BE RESOLD OR OTHER PERSONS UNLESS FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS ARE WHICH, AND THE TIME WITHIN WHICH THOSE SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED

BY WRITTEN AGREEMENT AMONG ALL THE SHAREHOLDERS AND THIS CORPORATION.

ARTICLE XI. INCORPORATION

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES OF INCORPORATION IS:

MICHAEL GRACE
6400 MOCKINGBIRD WAY SOUTH
ST PETERSBURG, FLORIDA 33707

ARTICLE XII. INDEMNIFICATION

THIS CORPORATION SHALL INDEMNIFY ANY OFFICER OR ANY FORMER OFFICER TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE XIII. AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT THERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION ON THIS 21ST DAY OF JULY 1998.


MICHAEL GRACE

JULY 21, 1998

STATE OF FLORIDA

COUNTY OF PINELLAS

Before me, a Notary Public authorized to take acknowledgements in Pinellas County, Florida, personally appeared **MICHAEL GRACE** known to me and known to by me to be the person described in and who executed and acknowledged execution of the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and stamp in Pinellas County, Florida on this 21ST day of JULY 1998.

Margaret L. Koski
NOTARY PUBLIC

ACCEPTANCE OF REGISTERED AGENT

I hereby agree as registered agent to accept service of process for the above named corporation and to comply with the applicable provisions of Florida law relative to office hours and the posting of registered agent names.

Michael Grace
REGISTERED AGENT
MICHAEL GRACE



FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA