

P98000072970

August 17, 1998


Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

200002619512--1  
-08/19/98--01007--020  
\*\*\*122.50 \*\*\*122.50

Enclosed please find an original and one copy of Articles of Incorporation for Logical Solutions, Inc. and a check in amount of \$122.50.

Please file the Articles and return a certified copy to me at address shown below.

Thank you.

  
James D. Holloway  
10001 SW 73<sup>rd</sup> Terrace  
Ocala, FL 34476  
352-873-2702

FILED  
98 AUG 19 PM 2:35  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

OK  
2-20-98  
H

**ARTICLES OF INCORPORATION**  
**of**  
**LOGICAL SOLUTIONS, INC.**

The undersigned persons, acting as incorporators of a corporation organized under the laws of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I**  
**CORPORATE NAME**

The name of this corporation is **Logical Solutions, Inc..**

**ARTICLE II**  
**SHARES**

The total number of shares which the corporation shall have authority to issue is 100 shares of no par value stock.

**ARTICLE III**  
**REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

James D.Holloway  
10001 SW 73rd Terrace  
Marion County  
Ocala, FL 34476

**ARTICLE IV**  
**PURPOSE**

The general purpose of the corporation is to provide environmental adaptations and modifications to private residences requiring these services. To conduct educational conferences and lectures regarding health care topics and continuing education seminars. To engage in any lawful activity permitted by the laws of the state of Florida. To grow and expand and participate in activities to enhance the growth of this corporation

**FILED**  
AUG 19 PM 2:35  
CLERK OF CORP. RECORDS  
TALLAHASSEE, FLORIDA

## **ARTICLE V DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

James D. Holloway  
10001 SW 73rd Terrace  
Ocala, FL 34476

Cynthia R. Holloway  
10001 SW 73<sup>rd</sup> Terrace  
Ocala, FL 34476

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

The directors shall be one class, the number of directors to be allocated to be as nearly equal as possible and with the term of office expiring each year after the initial annual meeting of shareholders.

## **ARTICLE VI LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

## **ARTICLE VII OTHER PROVISIONS**

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Corporate Seal. The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

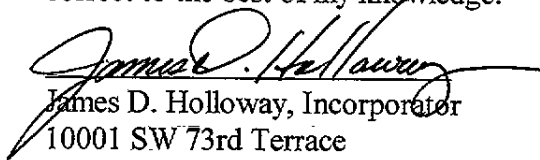
Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

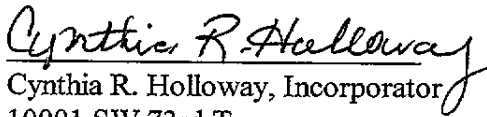
## ARTICLE VIII S CORPORATION

This corporation reserves the right to become an S Corporation based on the Internal Revenue laws.

### Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

  
James D. Holloway, Incorporator  
10001 SW 73rd Terrace  
Ocala, FL 34476

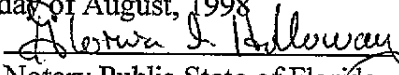
  
Cynthia R. Holloway, Incorporator  
10001 SW 73rd Terrace  
Ocala, FL 34476

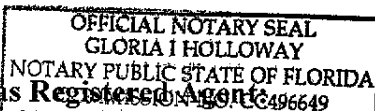
FILED  
98 AUG 19 PM 2:35  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

State of Florida

County of Marion, ss:

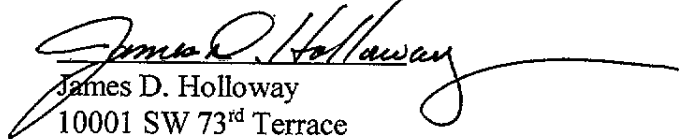
Subscribed and affirmed before me this 18<sup>th</sup> day of August, 1998

  
Notary Public State of Florida



Acceptance as Registered Agent

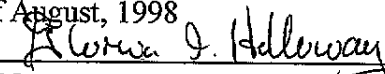
I hereby accept the title of Registered Agent for the above corporation.

  
James D. Holloway  
10001 SW 73rd Terrace  
Ocala, FL 34476

State of Florida

County of Marion, ss:

Subscribed and affirmed before me this 18<sup>th</sup> day of August, 1998

  
Notary Public State of Florida

