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PERRY G. GRUMAN
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September 1, 1998

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

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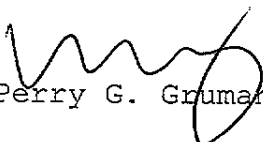
Re: M & W OF TAMPA BAY, INC.
My File No.: 98-10718

To Whom It May Concern:

Enclosed please find the original Articles of Incorporation for M & W OF TAMPA BAY, INC., together with our check made payable to the Florida Department of State in the amount of \$70.00 to cover the filing fee.

Thank you for your attention to this matter. —

Sincerely,


Perry G. Gruman, P.A.

PGG/ps

enclosures (2)

APPROVED
AND
FILED
98 SEP -4 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK SEP 10 1998

ARTICLES OF INCORPORATION

OF

M & W OF TAMPA BAY, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I.

NAME OF CORPORATION

The name of the corporation shall be:

M & W OF TAMPA BAY, INC.

The address of the principal office of this corporation shall be 5145 42nd Place North, St. Petersburg, Florida 33709.

ARTICLE II.

NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III.

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a \$1.00 par value per share.

APPROVED
AND
FILED
98 SEP -4 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV.

REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 3400 W. Kennedy Boulevard, Tampa, Florida 33609, and the name of the initial registered agent of the corporation at that address is PERRY G. GRUMAN.

ARTICLE V.

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI.

PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII.

INCORPORATOR

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

PERRY G. GRUMAN
3400 W. KENNEDY BOULEVARD
TAMPA, FLORIDA 33609


ARTICLE VIII.

DIRECTORS

This initial Director of the corporation shall be DALE R. WELLS, whose address is 5145 42ND Place North, St. Petersburg, Florida 33709.

IN WITNESS WHEREOF, the undersigned agent of Perry G. Gruman,

has hereunto set their hand and seal this 31 day of August,
1998.



PERRY G. GRUMAN, INCORPORATOR
3400 WEST KENNEDY BOULEVARD
TAMPA, FLORIDA 33609
(813) 870-1614
F.B.N. #396052

ACCEPTANCE OF REGISTERED AGENT

DESIGNATED IN THE ARTICLES OF INCORPORATION

PERRY G. GRUMAN, an individual residing in this state having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

M & W OF TAMPA BAY, INC.

is familiar with and accepts the obligation of the position of Registered Agent under Section 607.0505, Florida Statutes.



PERRY G. GRUMAN
3400 WEST KENNEDY BOULEVARD
TAMPA, FLORIDA 33609
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