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MJC

MICHAEL J. COOPER
ATTORNEY AT LAW

321 N.W. 3RD AVENUE • OCALA, FLORIDA 34475 • TELEPHONE 352-732-4500 • FAX 352-351-3859

January 21, 1999

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-01/28/99--01076--001
*****78.75 *****78.75

RE: *Magnolia Research Group, Inc.*

Dear Sirs:

Please find enclosed the original and one copy of the proposed Charter for the above referenced corporation (including designation of Resident Agent) together with a check payable to your order in the amount of \$78.75 to cover the following:

Filing fee for Charter	\$ 35.00
Certified copy of Charter	8.75
Filing fee for Certificate of Registered Agent	35.00
TOTAL:	\$ 78.75

Please return the certified copy of the Charter to me.

Thank you for your cooperation in this matter.

Sincerely yours,



Michael J. Cooper

MJC/slw

Enclosures

xc: Larry R. Popeil, M.D.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JAN 28 AM 9:36

FILED

Handwritten initials and numbers: CB, 2-2-99, 3

**ARTICLES OF INCORPORATION
OF
MAGNOLIA RESEARCH GROUP, INC.**

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99 JAN 28 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is MAGNOLIA RESEARCH GROUP, INC. with a mailing address of 1224 Southeast Magnolia Extension, Ocala, Florida 34471.

ARTICLE II - COMMENCEMENT AND DURATION

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is the time of filing of the Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is Seven Thousand Five Hundred (7,500) shares. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V - REGISTERED OFFICE

The street address of the initial principal office and registered office of the corporation is: 1224 Southeast Magnolia Extension, Ocala, Florida 34471. The name of its initial Registered Agent is Larry R. Popeil, M.D.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The name and address of the initial director(s) is/are:

Larry R. Popeil, M.D., 1224 Southeast Magnolia Extension, Ocala, Florida 34471

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

Larry R. Popeil, M.D., 1224 Southeast Magnolia Extension, Ocala, Florida 34471

ARTICLE VIII

This corporation is a small business corporation within the meaning of Section 1244 of the Internal Revenue Code and as soon as is practicable this corporation shall adopt a Section 1244 offering plan.

ARTICLE IX - PRE-EMPTIVE RIGHTS

The shareholder(s) may adopt, by written agreement, a plan providing for pre-emptive rights as to the issuance, sale or transfer of any stock. If such agreement exists there shall be printed on the face of all stock in a legible manner proper words to notify any holder, buyer or transferee thereof of such agreement.

EXECUTED by the undersigned person at Ocala, Marion County, Florida, on this the 21 day of January, 1999.

Larry R. Pepeil

LARRY R. POPEIL, M.D.
Incorporator

I, LARRY R. POPEIL, M.D., accept the office of Registered Agent. I am located at 1224 Southeast Magnolia Extension, Ocala, Florida 34471, the registered office of this corporation.

Larry R. Pepeil

LARRY R. POPEIL, M.D.
Registered Agent

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 21st day of January, 1999, by LARRY R. POPEIL, M.D., as Incorporator and LARRY R. POPEIL, M.D., as Registered Agent, who:

- A) is/are personally known to me OR who has/have produced a driver's license OR other identification:

- B) did OR did not take an oath.

Sherri L. Waddey
Print Name: SHERRIL WADDEY

AFFIX SEAL/EXPIRATION DATE:

CAZ\CLIENTS\POPEIL.WPD\SLW

