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LAW OFFICES

HARRIS, BARRETT, MANN & DEW

A FLORIDA LIMITED LIABILITY PARTNERSHIP

SUITE 750, WESTSHORE CENTER  
1715 NORTH WESTSHORE BOULEVARD  
TAMPA, FLORIDA 33607-3926

TELEPHONE (813) 287-0550

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PLEASE REPLY TO:

Tampa Office

February 9, 1999

150 SECOND AVENUE NORTH, SUITE 1500  
ST. PETERSBURG, FLORIDA 33731-1441  
TELEPHONE (727) 892-3100  
FAX (727) 898-0227

SUITE 1, 1101 PASADENA AVENUE SOUTH  
SOUTH PASADENA, FLORIDA 33707-2894  
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811-B CYPRESS VILLAGE BOULEVARD  
RUSKIN, FLORIDA 33573-6724  
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Corporate Records Bureau  
Division of Corporations  
Department of State  
Domestic Filing Section  
Post Office Box 6327  
Tallahassee, Florida 32314

700002773857--7  
-02/12/99--01053--019  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: ARC of Tampa, Inc.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation of ARC of Tampa, Inc., together with a check in the amount of \$87.75 to cover the costs of filing.

Upon acceptance of the charter and the filing thereof by your office, please provide me with certified copies of same.

Sincerely,

HARRIS, BARRETT, MANN & DEW

John A. Grant, Jr., Esquire

JAG:aw  
Enclosures

*aw*  
AUTHORIZATION BY PHONE TO GAVE  
CORRECT *aw*  
DATE *2/15/99*  
F20 EXAM *TA*

FILED  
99 FEB 12 PM 3:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Roy J.*

*T.A. 2/15/99*

ARTICLES OF INCORPORATION  
OF  
ARC OF TAMPA, INC.

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE  
THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER  
THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

NAME

The name of this corporation is **ARC of Tampa, Inc.**

ARTICLE II

PURPOSE

This corporation may engage in any activity or business permitted under the laws  
of the United States and of the State of Florida.

FILED  
99 FEB 12 PM 3:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THIS INSTRUMENT WAS PREPARED BY:  
John A. Grant, Jr., Esquire  
HARRIS, BARRETT, MANN & DEW, L.L.P.  
1715 N. Westshore Blvd., Suite 750  
Tampa, FL 33607-3926  
(813) 287-0550  
FBN: 107989

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock at Five and 00/100 (\$5.00) Dollars per share par value.

ARTICLE IV

DURATION

This corporation is to exist perpetually.

ARTICLE V

PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the corporation shall be located at 17113 Rainbow Terrace, Odessa, Hillsborough County, Florida 33556-2107.

The name and street address of the initial registered agent of the corporation in the State of Florida is: <sup>J.</sup> Roy/ Shannon, 17113 Rainbow Terrace, Odessa, Florida 33556-2107. The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) or more director(s) as provided by the By-Laws.

Initially, this corporation shall have two (2) directors, the names of whom are as follows:

NAME

ADDRESS

Roy J. Shannon

17113 Rainbow Terrace, Odessa, FL 33556

Audrey L. Shannon

17113 Rainbow Terrace, Odessa, FL 33556

ARTICLE VII

INCORPORATORS

The names and addresses of the incorporators of this corporation are:

NAME

ADDRESS

Roy J. Shannon

17113 Rainbow Terrace, Odessa, FL 33556

ARTICLE VIII

COMMENCEMENT OF CORPORATE EXISTENCE

The existence of this corporation shall commence upon filing with the Secretary of State's office.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or

investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the corporation as an officer or director against expenses (including attorneys' fees, including hourly charges for paralegals and other staff members operating under the supervision of an attorney, whether at trial or appeal), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof; provided, however, that there shall be no indemnification against gross negligence or willful misconduct.

#### ARTICLE X

##### BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

#### ARTICLE XI


##### AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as

Incorporator, by: Roy J. Shannon.

Dated this 10<sup>th</sup> day of February, 1999.

  
\_\_\_\_\_  
ROY J. SHANNON

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of February, 1999, by Roy J. Shannon, who is personally known to me or who has produced a Florida driver license as identification.

  
\_\_\_\_\_

Printed Name:

Notary Public

My Commission Expires:

Serial Number:



E. Anne Weaver  
MY COMMISSION # CC789697 EXPIRES  
January 30, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

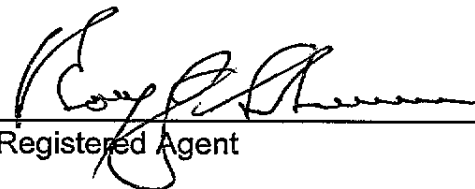
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.09I, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That ARC of Tampa, Inc., desiring to organize under the laws of the State of Florida with its principal place of business in Hillsborough County, Florida, has named Roy J. Shannon, located at 17113 Rainbow Terrace, Odessa, Florida 33556-2107, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Registered Agent

**FILED**  
99 FEB 12 PM 3:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA