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April 21, 1999

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CLERK
TALLAHASSEE, FLORIDA

HAND DELIVERY

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

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*****78.75 *****78.75

RE: PremierChoice, Inc.

Dear Sir or Madam:

Please find enclosed an original and one copy of Articles of Incorporation for PremierChoice, Inc. Also enclosed is our check in the amount of \$78.75 which represents the filing fee and a certified copy of the articles.

Thank you very much for your attention to this request.

Sincerely,

James N. McConnaughay
James N. McConnaughay

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99 APR 21 PM 4:26

JNM:csj
Enclosures

SIGNED IN THE ABSENCE OF
JAMES N. McCONNAUGHAY
IN ORDER TO EXPEDITE

*Call when Ready
222-8121*

ofc 4/22

316 SOUTH BAYLEN STREET, SUITE 300
P. O. BOX 13570
PENSACOLA, FLORIDA 32591-3570
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8381 DIX ELLIS TRAIL
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1800 SECOND STREET
SUITE 954
SARASOTA, FLORIDA 34236
TELEPHONE: 941-955-6141
TELECOPIER: 941-955-6244

ARTICLES OF INCORPORATION

OF

PREMIERCHOICE, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

Name of Corporation

The name of the corporation is PREMIERCHOICE, INC.

ARTICLE II

Corporate Existence

This corporation shall have perpetual existence.

ARTICLE III

Purpose of Business

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

ARTICLE IV

Stock

The aggregate number of shares which the corporation is authorized to issue is one hundred (100). Such shares shall

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TALLAHASSEE, FLORIDA

be of a single class, and shall have a par value of one dollar (\$1.00).

ARTICLE V

Registered Office and Registered Agent

The street address of the initial registered office of the corporation is 5951 Cattleridge Boulevard, Suite 200, Sarasota, Florida, 34232, and the name of its initial registered agent at such address is Andrew W. Olwert, III.

ARTICLE VI

Directors

The initial Board of Directors of the corporation shall consist of one director. The name and address of the person who is to serve as the member of the initial Board of Directors is as follows:

<u>Name</u>	<u>Address</u>
Andrew W. Olwert, III	7547 Silver Fern Sarasota, Florida 34241

ARTICLE VII

Director's Liabilities and Rights

No contract, act or transaction of this corporation with any person or persons, firm or other corporations, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any Director of this corporation,

is a party to or interested in such contracts, acts or transactions, or any way connected with such person, persons, firm or corporation. Each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or corporation in which he may otherwise be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE VIII

Incorporator

The name and address of the incorporator is:

Name

Address

Andrew W. Olwert, III

7547 Silver Fern Boulevard
Sarasota, Florida 34241

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 20th day of April, 1999.



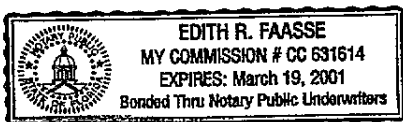
ANDREW W. OLWERT, III

STATE OF FLORIDA

COUNTY OF Sarasota

BEFORE ME, the undersigned authority, personally appeared ANDREW W. OLWERT, III, who is personally known to me and who did not take an oath, and he acknowledged to me that he executed the foregoing Articles of Incorporation voluntarily and for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20th day of April, 1999.



(SEAL)

A handwritten signature in cursive script, appearing to read "Edith R. Faasse".

NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires: 03/19/01

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: PREMIERCHOICE, INC.

2. The name and address of the registered agent and office is:

Andrew W. Olwert, III
5951 Cattleridge Boulevard, Suite 200
Sarasota, Florida 34232

SIGNATURE AWOlwert

TITLE Director

DATE 4/20/99

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE AWOlwert

DATE 4/20/99

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