

P9900000 37164

SHEAR, NEWMAN, HAHN & ROSENKRANZ

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

201 EAST KENNEDY BLVD.
TENTH FLOOR

TAMPA, FLORIDA 33602

POST OFFICE BOX 2378
TAMPA, FLORIDA 33601

(813) 228-8530
FAX (813) 221-9122



YEARS

DEBRA L. BOJE
GLENN M. BURTON
JERFREY DREW BUTT⁴
BARBARA J. CONNER
SCOTT P. DISTASIO⁵
SCOTT T. FARRELL
JAMES R. FREEMAN⁵
CARL A. GOLDMAN
WILLIAM E. HAHN²
TONYA S. HILLS
THOMAS M. HOELER¹
BRUCE DOUGLAS LAMB
M. J. McDONALD

¹BOARD CERTIFIED APPELLATE LAWYER
²BOARD CERTIFIED CIVIL TRIAL LAWYER
³BOARD CERTIFIED IN TAXATION
⁴BOARD CERTIFIED REAL ESTATE LAWYER
⁵CERTIFIED CIRCUIT COURT MEDIATOR

ROLAND J. LAMB²
MATTHEW J. MEYER
RODNEY W. MORGAN
JERRY L. NEWMAN^{2,5}
WILLIAM R. PAUL
JOSH L. POE
MARK J. RAGUSA
MINDY P. ROBBINS
STANLEY W. ROSENKRANZ³
MARILYN DRIVAS SANDBORN
KELLY JO SCHMEDT
CHRISTOPHER J. SCHULTE
L. DAVID SHEAR
EUGENE H. SMITH^{2,5}
TRICIA B. VALLES
PAUL M. WEEKLEY

April 19, 1999

Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, Florida 32314

Re: Partners In Trade, Inc.

Ladies and Gentlemen:

Enclosed are the following items with respect to our referenced corporate client
(the "Corporation"):

1. Two manually signed duplicates of the Articles of Incorporation of the Corporation.
2. A check in the amount of \$70, payable to the Florida Department of State, as the filing fee.

Please file and record the Articles of Incorporation for the Corporation. Please also date-stamp the enclosed duplicate of the signed Articles, showing the filing and recording information, and return that duplicate to me in the enclosed self-addressed return envelope. Please call me at 813-228-8530 to confirm the filing of these Articles. Thank you for your assistance.

WMP
4/23/99

WRP/jk

Enclosures

[0431718.WP]

Copy to: John V. Hugill, M.D.

Sincerely,
SHEAR, NEWMAN, HAHN & ROSENKRANZ, P.A.

William R. Paul

William R. Paul

500002845785--6
-04/21/99--01045--001
*****70.00 *****70.00

FILED
99 APR 21 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

99 APR 21 AM 11:50

ARTICLES OF INCORPORATION
OF
PARTNERS IN TRADE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby adopts these Articles of Incorporation for the purpose of forming a corporation (the "Corporation") under the Florida Business Corporation Act (the "Act").

I.

Name

The name of the Corporation shall be **Partners In Trade, Inc.**

II.

Term of Existence

The Corporation shall begin its existence on the date of the filing of these Articles of Incorporation with the Florida Department of State, and it shall have perpetual existence thereafter.

III.

Principal Office

The street address of the initial principal office of the Corporation shall be:

Suite 100
8660 College Parkway
Fort Myers, Florida 33919

IV.

Capital Stock

The Corporation shall be authorized to issue 1,000 shares of common stock having a par value of one cent (\$ 0.01) per share.

V.
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is: c/o Shear, Newman, Hahn & Rosenkranz, P.A., 201 East Kennedy Boulevard, Suite 1000, Tampa, Florida 33602. The name of its initial registered agent at such address is William R. Paul, Esq.

VI.
Directors

The Corporation shall have two directors initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation shall always have at least one director. The names and addresses of the initial directors of the Corporation, who shall serve until their successors are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
John V. Hugill, M.D.	Suite 100 9660 College Parkway Fort Myers, Florida 33919
Lorraine Bryner	Suite 100 9660 College Parkway Fort Myers, Florida 33919

VII.
Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
John V. Hugill, M.D.	Suite 100 9660 College Parkway Fort Myers, Florida 33919

VIII.
Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Corporation's Board of Directors.

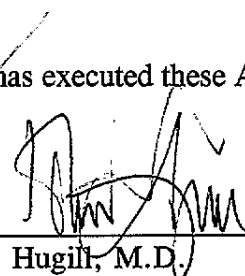
IX.
Indemnification

The Corporation shall indemnify any director or officer or any former director or officer of the Corporation, to the fullest extent permitted by law.

X.
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on April 15, 1999.

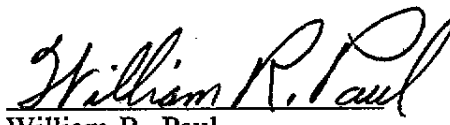


John V. Hugill, M.D.
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: April 19, 1999



William R. Paul
Registered Agent

[0427773.01]