PAPITAL CONNECTION INC. 79023

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Secretary of State

DIVISION OF CORPORATIONS

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September 2, 1999

CAPITAL CONNECTION, INC. 417 E. VIRGINIA STREET #1 TALLAHASSEE, FL 32302

SUBJECT: M P H AND ASSOCIATES, INC. Ref. Number: W99000020440

We have received your document for M P H AND ASSOCIATES, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden Document Specialist

Letter Number: 099A00043897

ARTICLES OF INCORPORATION

DIVISION OF CORPORATIONS

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OF

MPH and Associates of Central Florida, Inc.

ARTICLE I.

The name of this corporation is: MPH and Associates of Central Florida, Inc.

ARTICLE II.

The general nature of the business to be transacted by this corporation is:

1. To engage in any activity or business now or hereafter authorized and permitted under the laws of the United States and the State of Florida to be done or exercised by corporations organized for profit.

ARTICLE III.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time shall consist of 150 shares of common stock, having no par value.

ARTICLE IV

The amount of capital with which this corporation shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE V.

The corporation shall have perpetual existence unless dissolved according to law.

The principal place of business and mailing address of the corporation is 7861 4 th Ave. S. St. Petersburg, Fl. 33707.

The Board of Directors may from time to time designate such other post office address and place for the principal office of this corporation as it may see fit.

ARTICLE VI.

The name and address of the initial registered office and registered agent is: David N. Doss, 5209 Gulfport Boulevard, Gulfport, FL. 33707.

ARTICLE VII.

The business of this corporation shall be managed by its Board of Directors rather than the stockholders. Said Board of Directors shall consist of not less than one (1) member.

ARTICLE VIII.

The stockholders shall elect the officers of the corporation who shall consist of a President, Vice President, and a Secretary/Treasurer, and other such officers as the stockholders may deem advisable. The stockholders shall determine the compensation for such officers, none of whom are required to be stockholders of the corporation. All such officers shall have such rank, tenure, powers and duties as may be prescribed by the By-Laws of the stockholders by appropriate resolution. In the event of a tie vote of the stockholders, then a vote of the Board of Directors will determine the corporations course of conduct.

ARTICLE IX.

The name and post office address of the first Board of Directors who, subject to the provisions of the Articles of Incorporation, the By-Laws of the corporation and the laws of the State of Florida, shall hold office for the first year of the corporations existence, or until successors are elected and have qualified, are as follows:

NAME

ADDRESS

Frank Maggio

9913 Sago Point Dr. Largo, FL. 33733

Hal Pearson

5806 Bahia Way S. St. Pete Beach, FL. 33706

Sandy Hall

7861 4 th Ave. S. St. Petersburg, F1.33707

ARTICLE X.

The names and post office addresses of the initial officers and stockholders or subscribers of these Articles of Incorporation who, subject to the provisions of the Articles of Incorporation, the By-Laws of this corporation and the laws of the State of Florida, shall hold office for the first year of the corporations existence and until their successors are elected and have qualified, are as follows:

NAME

<u>ADDRESS</u>

Frank Maggio President 9913 Sago Point Dr. Largo, FL. 33733

Hal Pearson Vice President 5806 Bahia Way So. St. Pete Beach, FL. 33706

Sandy Hall Secretary/Treasurer 7861 4th Ave. St. Petersburg, FL. 33707 s.

ARTICLE XI.

These Articles of Incorporation shall become effective upon filing and approval by the Secretary of the State of Florida as indicated by her endorsement thereof, with the date and time of approval set forth on the duplicate.

ARTICLE XII.

The name and street address of the incorporator to these Articles of Incorporation is: Sandy Hall 7861 4 th Ave. S., St.

Petersburg, FL. 33707.

ARTICLE XIII.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon unless all the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the undersigned, as incorporator and subscriber to the capital stock, do make and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

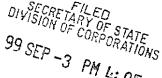
Sandy Hall

STATE OF FLORIDA COUNTY OF PINELLAS

BEFORE ME, personally appeared Sandy Hall, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that she executed the same for the purposes therein expressed, this _/5/_ day of ______ 1999.

My Commission Expires:





Mean

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT AND ACKNOWLEDGMENT OF REGISTERED OFFICE

Pursuant to Section 607.0501 or 617.0501, Florida Statutes, the undersigned hereby accepts appointment as Registered Agent of the following corporation:

Name of corporation: MPH and Associates of Central Florida, Inc.

The undersigned hereby acknowledges that the registered agent and office of the above-referenced corporation shall be: David N. Doss, 5209 Gulfport Boulevard, Gulfport, FL. 33707.

DATED this 15t day of Sept., 1998.

DAVID N. DOSS