

Nina Soileau
3229 Highway 17 North
Green Cove Springs, Florida 32043
Telephone (904) 284-4021
Telecopier (904) 284-9174

P99000096031
October 27, 1999

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

IN RE: MRC of Jax Beach, Inc.

700003029167--1
-10/29/99-01055-011
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed herewith please find an original and two (2) copies of the *Articles of Incorporation* for the above-named entity. Please file the documents so as to effectuate the incorporation on November 1, 1999.

I have enclosed a check in the amount of \$78.75 to cover the cost of filing as well as a certified copy.

Thank you in advance for your cooperation and assistance in this matter. Of course, should any question or concern arise, please contact Tamara Inscoe-Johnson at the number hereinabove, extension 204.

Respectfully submitted,



Nina O. Soileau

FILED
99 OCT 29 PM 3:54
TALLAHASSEE, FLORIDA

6. Burch NOV 1 1999

FILED

99 OCT 29 PM 3:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MRC of Jax Beach, Inc.**

ARTICLE I

NAME

The name of this corporation is **MRC of Jax Beach, Inc.**

ARTICLE II

PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue FIVE HUNDRED (500) shares of common stock having a par value of \$1.00 (One Dollar) which shares shall be and hereby designated as "Common Shares". Without action by the shareholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

ARTICLE IV

TERMS OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on the date of execution of these Articles.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 3229 Highway 17 North, Green Cove Springs, FL 32043 and the name of the initial registered agent of this corporation at that address is Nina Soileau. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below two (2). The name and address of the initial Directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
John W. Soileau	3229 Highway 17 North Green Cove Springs, FL 32043
Nina O. Soileau	3229 Highway 17 North Green Cove Springs, FL 32043

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator of the corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Nina O. Soileau	3229 Highway 17 North Green Cove Springs, FL 32043

ARTICLE VIII

BYLAWS

Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

ARTICLE IX

MAILING ADDRESS

The mailing address of the initial principal office of the corporation will be 3229 Highway 17 North, Green Cove Springs, FL 32043.

ARTICLE X

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

ARTICLE XI

The Corporation will not commence business until it has received for the issuance of shares consideration of the value of Five Hundred Dollars (\$500.00) consisting of money, labor done or property actually received.

ARTICLE XII

SUBSCRIPTION

As of and by the execution of these Articles of Incorporation by the Incorporator, in consideration of the filing of and the premises and covenants contained in these Articles of Incorporation, the Incorporator hereby subscribes to purchase 500 shares of Common Stock at \$1.00 (One Dollar) per share, for a total purchase price for Incorporator of \$500.00 (Five hundred), to be paid as shall be determined by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set her hand and affixed her seal this 26 day of October 1999.

Nina Soileau (SEAL)
Nina Soileau
Incorporator

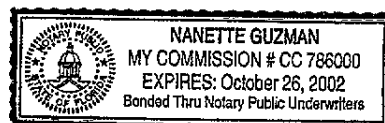
STATE OF Florida
COUNTY OF Clay

BEFORE ME personally appeared Nina Soileau, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation of MRC of Westside, Inc. and she acknowledged before me that she signed such Articles of Incorporation for the uses and purposes therein set forth.

WITNESS my hand and official seal at Clay County, Florida,
this 27 day of October 1999.

Nanette Guzman
Notary Public, State of Florida
at Large

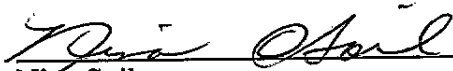
My Commission Expires 10-26-02
(Notarial Seal)



**CERTIFICATION OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
MRC of Jax Beach, Inc.**

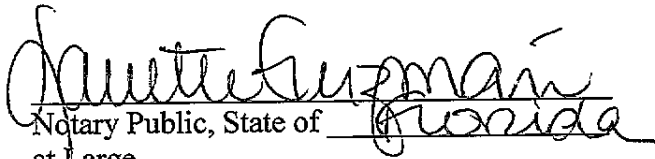
I, Nina Soileau, 3229 Highway 17 North, Green Cove Springs, FL, do hereby consent to serve as
Registered Agent for MRC of Jax Beach, Inc.

Signed this 26 day of OCTOBER, 1999.

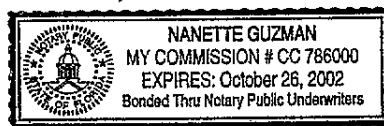

Nina Soileau
Registered Agent

BEFORE ME personally appeared Nina Soileau, to me well known and known to me to be the
person described in and who executed the foregoing document.

WITNESS my hand and official seal at Clay County, FL, this 21
day of October, 1999.


Notary Public, State of Florida
at Large

My commission Expires 10-26-02
(Notarial Seal)



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 OCT 29 PM 3:54

FILED