

999000106315



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 507666 5017100

AUTHORIZATION :

Patricia Piquet

COST LIMIT : \$ 78.75

ORDER DATE : December 8, 1999

ORDER TIME : 11:31 AM

ORDER NO. : 507666-005

CUSTOMER NO: 5017100

CUSTOMER: Mr. Jackie Rhodes
LOPEZ & KELLY, P.A.
LOPEZ & KELLY, P.A.
Suite 500
4600 West Cypress Street
Tampa, FL 33607

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC -8 PM 2:16

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DOMESTIC FILING

NAME: ST. MARY'S MANAGEMENT, INC.

EFFECTIVE DATE: _

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

RECEIVED
99 DEC -8 PM 12:58
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

12/8/99

ARTICLES OF INCORPORATION

OF

ST. MARY'S MANAGEMENT, INC.

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DIVISION OF CORPORATIONS

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Article I
Name

The name of this Corporation is ST. MARY'S MANAGEMENT, INC.

Article II
Duration

The Corporation shall have perpetual existence.

Article III
Purpose and Principal Place of Business

Purpose. This Corporation is organized for the purposes of transacting any or all lawful business.

Principal Place of Business. The initial street address of the principal place of business of the Corporation is 4600 West Cypress Street, Suite 500, Tampa, Florida 33607.

Article IV
Capital Stock

The amount of capital stock authorized shall consist of 7,500 shares of the common voting stock having a par value of \$1.00 per share, payable in lawful money of the United States of America or in property, at a just valuation to be fixed by the Board of Directors of this Corporation. The capital stock of the Corporation may at any time be increased or decreased as provided by the laws of Florida.

Article V
Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata shares thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI
Registered Office and Agent

Section 1. The undersigned incorporator of this Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business located in the City of Tampa, State of Florida, has named AL R. LOPEZ, JR., as its agent to accept service of process within this State.

Section 2. 4600 West Cypress Street, Suite 500, Tampa, Florida 33607, is hereby designated by said incorporator as the Registered Office of the Corporation in the State of Florida, and AL R. LOPEZ, JR., is hereby named as the Registered Agent of the Corporation, whose business office is identical with the said Registered Office.

Article VII
Incorporators

The name and street address of the Incorporator is:

Suzann Marie Corral
4600 West Cypress Street, Suite 500
Tampa, Florida 33607

Article VIII
Board of Directors

Section 1. This Corporation initially shall have one director. The number of directors may be increased or diminished from time to time by action in accordance with the Bylaws of the Corporation.

Section 2. The name and street address of the first member of the Board of Directors who, unless otherwise provided by the Bylaws, shall hold office for the first year of existence of the Corporation or until her successor is elected and qualified is:

Suzann Marie Corral
4600 West Cypress Street, Suite 500
Tampa, Florida 33607

All of the directors of the Corporation shall be at least eighteen (18) years of age.

Article IX
Restriction on Transfer of Stock

Shares of the capital stock of this Corporation shall be issued initially to the following person and in the amount set opposite his name:

Suzann Marie Corral 100 shares.

Shares held by the initial Shareholder listed above and all subsequent shareholders may not be resold or otherwise transferred (other than to a revocable trust created by a Shareholder) or encumbered without the consent of the other Shareholders and unless such shares are first offered to the remaining Shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified in, or as directed by, the Bylaws of this Corporation or by written agreement of this Corporation and its Shareholders.

IN WITNESS WHEREOF, the above-named Incorporator has subscribed her name this

7th day of December, 1999.

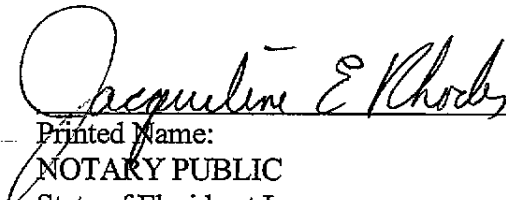

SUZANN MARIE CORRAL

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me by SUZANN MARIE CORRAL, who is personally known to me, or who has produced Florida Driver's License C 640 - 799 - 55 - 942 as identification and who ~~did~~ [did not] take an oath, this 7th, day of December, 1999.




Jacqueline E. Rhodes
MY COMMISSION # CC643551 EXPIRES
April 30, 2001
BONDED THRU TROY FAIN INSURANCE, INC.


Printed Name: _____
NOTARY PUBLIC
State of Florida at Large
Commission No. _____
My Commission Expires: _____

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

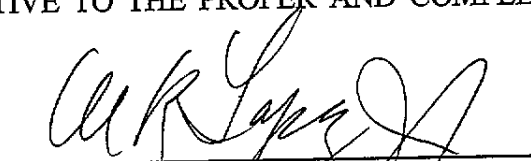
IN COMPLIANCE WITH SECTION 48.091 and SECTION 607.0501, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT ST. MARY'S MANAGEMENT, INC., DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS IN THE CITY OF TAMPA, STATE OF FLORIDA, HAS
NAMED AL R. LOPEZ, JR., LOCATED AT 4600 WEST CYPRESS STREET, SUITE 500,
TAMPA, FLORIDA 33607, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.


SUZANN MARIE CORRAL
INCORPORATOR
TITLE: President
DATE: December 7, 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC -8 PM 2:16

AL R. LOPEZ, JR., HAVING BEEN NAMED TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN
THIS CERTIFICATE, AND BEING FAMILIAR WITH THE OBLIGATIONS OF
REGISTERED AGENT, I HEREBY AGREE TO ACT IN THIS CAPACITY AND ACCEPT
THE OBLIGATION OF THAT POSITION, AND I FURTHER AGREE TO COMPLY WITH
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF ALL MATTERS.


AL R. LOPEZ, JR.
Registered Agent
DATE: December 7, 1999