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SHUTTS & BOWEN

ATTORNEYS AND COUNSELLORS AT LAW
(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

ONE CLAIRARK CENTER, SUITE 800
280 AUSTRALIAN AVENUE SOUTH
WEST PALM BEACH, FLORIDA 33401
MAILING ADDRESS P. O. BOX 3808
WEST PALM BEACH, FLORIDA 33402-3808
TELEPHONE (407) 838-0800
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JOHN B. WHITE, P. A.
(407) 850-0500

July 16, 1996

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-07/18/96--01084--015
***122.50 ***122.50

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

Re: Community Directions, Inc.

Gentlemen:

Enclosed herewith are an original and one copy of the Articles of Incorporation for the above-referenced corporation, together with a check payable to the Secretary of State in the amount of \$122.50 to be applied as follows:

Filing Fee	35.00
Certified Copy	52.50
Registered Agent Designation	35.00
	<u>\$122.50</u>

Please return the certified copy to the attention of the undersigned at your earliest convenience.

Very truly yours,

John B. White
John B. White, P.A.

FILED
JUL 18 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JBW/enh
Enclosures
cc: Mr. George de Guardiola
WPB95 22652.1 - ENH

JUL 22 1996 BSB

AMSTERDAM OFFICE
EUROPA BOULEVARD 50
1081 AD AMSTERDAM,
THE NETHERLANDS
TELEPHONE 011-3120-661-0969
FACSIMILE 011-3120-642-1475

KEY LARGO OFFICE
OCEAN REEF CLUB
31 OCEAN REEF DRIVE
SUITE A206,
OCEAN REEF F. AZA
KEY LARGO, FLOI/CA 33037
TELEPHONE (305) 367-2681

LONDON OFFICE
48 MOUNT STREET
LONDON W1Y 8RE ENGLAND
TELEPHONE 011-44171-493-4840
FACSIMILE 011-44171-493-4299

MIAMI OFFICE
1500 MIAMI CENTER
201 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131
MIAMI (305) 358-6300
BROWARD (305) 467-8841
FACSIMILE (305) 381-9982

ORLANDO OFFICE
20 NORTH ORANGE AVENUE
SUITE 1900
ORLANDO, FLORIDA 32801
TELEPHONE (407) 423-3200
FACSIMILE (407) 425-8316

ARTICLES OF INCORPORATION
OF
COMMUNITY DIRECTIONS, INC.

FILED
96 JUL 18 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is Community Directions,
Inc. Its mailing address is:

C/O John B. White, Esquire
Shutts & Bowen
250 Australian Avenue South, Suite 500
West Palm Beach, Florida 33401

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business
permitted under the laws of the United States and of the State of
Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of One
Dollar (\$1.00) par value common stock, which shall be designated
"Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered

agent and office of this Corporation is Corporation Company of Miami, 1500 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131.

ARTICLE VI - BY-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE VIII - PREEMPTIVE RIGHTS

Every Stockholder, 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 share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is Dolores Downing, C/O John B. White, Esquire, Shutts & Bowen, 250 Australian Avenue South, Suite 500, West Palm Beach, Florida 33401.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4th day of January, 1996.

Dolores Downing
Dolores Downing

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 16th DAY OF July, 1996.

CORPORATION COMPANY OF MIAMI

By: John B. White
(Registered Agent)

FILED
96 JUL 18 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) BB:
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation of COMMUNITY DIRECTIONS, INC. was acknowledged before me this 1/10 day of January, 1996 by Dolores Downing who is personally known to me ✓ or who has produced _____ as identification and she acknowledged before me that she executed those Articles of Incorporation.

T. Muniz
(Signature)
Teresita Muniz
(Print Name)
NOTARY PUBLIC

Commission or Serial No.: CC487810
(N. P. SEAL)



T MUNIZ
My Commission C-0487810
Expires Aug 10, 1999
Notary AND
800-892-8678