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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EDWARDS & ANGELL

ACCT#: 075410001517

CONTACT: REBECCA F BLACK

PHONE: (561)833-7700

FAX #: (561)655-8719

NAME: THE MENTOR CENTER, L.C.

AUDIT NUMBER.....H98000011354

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FAX AUDIT #H98000011354

ARTICLES OF ORGANIZATION
OF
THE MENTOR CENTER, L.C.

The undersigned subscriber to these Articles of Organization, a natural person competent to contract, hereby forms a Limited Liability Company under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Limited Liability Company shall be The Mentor Center, L.C.

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is 10245 Collins Avenue, Suite 15E, Bal Harbour, Florida 33154.

The street address of the initial registered office of the corporation is 250 Royal Palm Way, Palm Beach, Florida 33480, and the name of the initial registered agent of the Limited Liability Company at that address is Angell Corporate Services, Inc.

ARTICLE III. TERM OF EXISTENCE

This Limited Liability Company is to exist perpetually.

ARTICLE IV. MANAGEMENT

The Limited Liability Company is to be managed by the members and the name and address of the managing member is:

Thomas W. Evans
10245 Collins Avenue, Ste. 15E
Bal Harbour, Florida 33154

RICHARD J. MILLER
FLORIDA BAR NO. 759678
EDWARDS & ANGELL
250 ROYAL PALM WAY
PALM BEACH FL 33480
561-833-7700

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TALLAHASSEE, FLORIDA

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

OF

THE MENTOR CENTER, L.C.

The undersigned member or authorized representative of a member of The Mentor Center, L.C. deposes and says:

- 1) The above-named Limited Liability Company has at least two members.
- 2) The total amount of cash contributed by the member(s) is \$ 1,000
- 3) If any, the agreed value of property other than cash contributed by member(s) is \$ -0-
A description of the property is attached and made a part hereto.
- 4) The total amount of cash or property anticipated to be contributed by member(s) is \$ -0-
- 5) The total amount of 2, 3 and 4 is \$ 1,000

Dated: June 16, 1998



Thomas W. Evans

Signature of a member or authorized representative of a member.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507,
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY
COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING
THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF
FLORIDA.

1. The name of the limited liability company is THE MENTOR CENTER, L.
2. The name and address of the registered agent and office is:

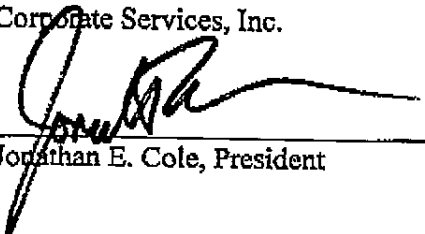
Angell Corporate Services, Inc.
250 Royal Palm Way, Suite 300
Palm Beach, FL 33480

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Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Angell Corporate Services, Inc.

By:


Jonathan E. Cole, President

June 16, 1998