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March 23, 2000

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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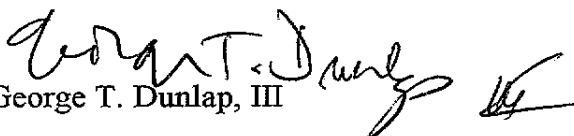
Re: Developmental Training Resources, Inc.

To Whom It May Concern:

Enclosed please find Articles of Incorporation, Certificate Designating Registered Office and Registered Agent, and our check for \$78.75, which represents fees for filing, Registered Agent Designation and a certified copy of the Articles of Incorporation.

Please return the certified copy directly to me at your earliest convenience.

Sincerely,


George T. Dunlap, III

GTD:gl

Enclosures

xc: Paige Peacock

FILED
00 MAR 27 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/31

ARTICLES OF INCORPORATION
of
DEVELOPMENTAL TRAINING RESOURCES, INC.

FILED
00 MAR 27 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby present these Articles for the formation of a corporation under Chapter 607 of the Statutes of the State of Florida.

ARTICLE I
Name

The name of this corporation is: Developmental Training Resources, Inc.

ARTICLE II
Purpose and Powers

The purpose of this Corporation is to provide residential housing for developmentally disabled children and/or adults and any and all other activities permitted by law.

ARTICLE III
Capital Stock

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is: One Hundred Fifty (150) shares of common stock having a nominal or par value of Ten Dollars (\$10.00) per share.

ARTICLE IV
Initial Capital

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

ARTICLE V
Term of Existence

This Corporation is to exist perpetually.

ARTICLE VI
Address

The mailing address of this Corporation and the street address of its initial principal office in the State of Florida is 1140 South McAdoo Avenue, Bartow, Florida 33830. The initial Registered Office of this Corporation is Boswell & Dunlap LLP, 245 South Central Avenue, Bartow, Florida 33830, and the initial Registered Agent at said office is George T. Dunlap, III, Esquire. The Corporation shall have the power to move the office to another location in the State of Florida from time to time as may be determined by the Board of Directors.

ARTICLE VII
Directors

The number of the directors comprising the Board of Directors of this Corporation shall be three (3), but the same may be changed from time to time by majority vote of the Board of Directors.

The name and street address of the members of the first Board of Directors of this Corporation, to serve until the first annual meeting or until their successors are elected and have qualified, are as follows:

| <u>Name</u> | <u>Address</u> |
|----------------------|---|
| Jorge Villalba, M.D. | 17511 Mallard Court Lutz, Florida 33549-5559 |

David McCraney, M.D.

9212 Meadowland Court
Tampa, Florida 33617

Paige Peacock, R.N.

1140 South McAdoo Avenue
Bartow, Florida 33830

ARTICLE VIII **Officers**

The officers of this Corporation shall be a President, Vice-President, Secretary and Treasurer and such other officers as may be authorized by majority vote of the Board of Directors. The name and street address of the officers of the Corporation, to serve until the first annual meeting or until their successors are elected and have qualified, are as follows:

| <u>Name</u> | <u>Address</u> |
|--|---|
| Jorge Villalba, M.D. President | 17511 Mallard Court Lutz, Florida 33549-5559 |
| David McCraney, M.D. Vice-President | 9212 Meadowland Court Tampa, Florida 33617 |
| Paige Peacock, R.N. Secretary-Treasurer | 1140 South McAdoo Avenue Bartow, Florida 33830 |

ARTICLE IX **Incorporators**

The name and address of the incorporators of this Corporation are as follows:

| <u>Name</u> | <u>Address</u> |
|----------------------|---|
| Jorge Villalba, M.D. | 17511 Mallard Court Lutz, Florida 33549-5559 |
| David McCraney, M.D. | 9212 Meadowland Court Tampa, Florida 33617 |
| Paige Peacock, R.N. | 1140 South McAdoo Avenue Bartow, Florida 33830 |

ARTICLE X
Subscribers to Stock

The name, address and number of shares of the subscribers to stock in this Corporation are as follows:

| <u>Name</u> | <u>Address</u> | <u>Shares</u> |
|----------------------|---|---------------|
| Jorge Villalba, M.D. | 17511 Mallard Court Lutz, Florida 33549-5559 | 40 Shares |
| David McCraney, M.D. | 9212 Meadowland Court Tampa, Florida 33617 | 40 Shares |
| Paige Peacock, R.N. | 1140 South McAdoo Avenue Bartow, Florida 33830 | 20 Shares |

ARTICLE XI
Restraint on Alienation of Shares

The Board of Directors of the Corporation shall have the power to include in the By-Laws, if ratified by a majority of the stockholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the Corporation by any of its stockholders or in the event of the death of any of its stockholders. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the Board of Directors.

ARTICLE XII
Amendment

These Articles of Incorporation may be amended by majority vote of the Board of Directors in the manner provided by law. Every amendment shall be approved by majority vote of the stockholders.

IN WITNESS WHEREOF, the undersigned subscribing incorporators have hereunto set their hands and seals this 22nd day of March, 2000, for the purpose of forming this Corporation under the laws of the State of Florida, and hereby make, subscribe, acknowledge and file in the office of the Secretary of State these Articles of Incorporation and certify that the facts contained herein are true.

J. Villalba, M.D.
Jorge Villalba, M.D.

David McCraney, M.D.
David McCraney, M.D.

Paige Peacock, R.N.
Paige Peacock, R.N.

Incorporators

STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Jorge Villalba, M.D., David McCraney, M.D. and Paige Peacock, R.N., known to me to be the persons described in as the subscribers or who produced MA, MA and MA, respectively, as identification; who executed the foregoing Articles of Incorporation and who, being not sworn by me, acknowledged before me that they subscribed to these Articles of Incorporation as their voluntary act and deed, and that the facts set forth herein are true and correct

WITNESS my hand and official seal in the County and State named above this 22nd day of March, 2000.

Leigh Stevens
Notary Public

THIS INSTRUMENT PREPARED BY:
George T. Dunlap, III
Boswell & Dunlap LLP
245 South Central Avenue
Post Office Drawer 30
Bartow, Florida 33831
(941) 533-7117



Leigh Stevens
My Commission CC623614
Expires April 21, 2001

**Certificate Designating
Registered Office and Registered Agent**

FILED
00 MAR 27 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted in compliance with said provisions:

That DEVELOPMENTAL TRAINING RESOURCES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Bartow, County of Polk, State of Florida, has designated Boswell & Dunlap LLP, 245 South Central Avenue, Bartow, Florida 33830 as its registered office and George T. Dunlap, III, Esquire, as its registered agent at said office to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the registered office designated in this certificate, I hereby accept to act in this capacity and agree to comply with said provisions relative to keeping open said office.

By George T. Dunlap, III
George T. Dunlap, III
Registered Agent