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FROM: CARLTON, FIELDS, PA

FAX NO.: 8132294260

05-03-00 03:43P P.01

Florida Department of State

Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

H.F.S. of America, Inc.

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FROM: CARLTON FIELDS
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FAX NO.: 8132294268

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
H.F.S. OF AMERICA, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I
Name

The name of the corporation is H.F.S. of America, Inc. (the "Corporation").

ARTICLE II
Initial Principal Office and Mailing Address

The Corporation's initial principal office address is 2788 Hampton Circle West, Delray Beach, Florida 33445 and the Corporation's mailing address is P.O. Box 604, Bristol, Pennsylvania 19007.

ARTICLE III
Shares

The Corporation shall have authority to issue 10,000 common shares with a par value of \$.01 per share.

ARTICLE IV
Initial Registered Agent and Office

The street address of its initial registered office is Esperanté, 222 Lakeview Avenue, Suite 1400, West Palm Beach, Florida 33401-6149, and the name of its initial registered agent at that address is M. Richard Sapir, Esq.

ARTICLE V
Incorporator

The name and address of the incorporator of the Corporation are:

<u>Name</u>	<u>Address</u>
Brian A. Mulvehill	2788 Hampton Circle West Delray Beach, FL 33445

Prepared by:
Hunter J. Brownlee
Carlton Fields
P. O. Box 3239
Tampa, FL 33601-3239
(813) 223-7000
Florida Bar No. 066583
AUDIT NO. H000000243998
TPA#1612709.01

ARTICLE VI
Initial Directors

The corporation initially shall have four directors, whose names and addresses are:

<u>Name</u>	<u>Address</u>
A. John Passanante	317 Mill Race Lane New Town, PA 18940
Anthony Pascarelli	Rockaway Street Staten Island, NY
Shawn Driscoll	36 Kathrun Drive Ashland, MA 01721
Brian A. Mulvehill	2788 Hampton Circle West Delray Beach, FL 33445

ARTICLE VII
Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VII is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

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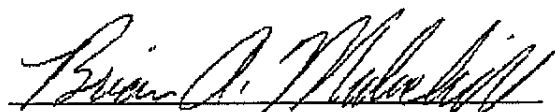
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ARTICLE VIII
Preemptive Rights

The Corporation elects to have preemptive rights.

Dated this 26 day April of 2000.


Brian A. Mulvehill, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 28 day of April, 2000.

REGISTERED AGENT:

By: 

M. Richard Sapir, Esq.

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