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Division of Corporations

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Fax Number : (850) 922-4001

From: Account Name : BILZIN, SUMBERG DUNN PRICE & AXELROD LLP
Account Number : 075350000132
Phone : (305) 374-7580
Fax Number : (305) 350-2446

FLORIDA PROFIT CORPORATION OR P.A.

REM, INC.

Certificate of Status	0
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9/7/00 11:15 AM

Fax Audit No. H00-0000470682

**ARTICLES OF INCORPORATION
OF
REM, INC.**

ARTICLE I -- NAME

The name of this corporation is REM, Inc.

ARTICLE II -- PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation are:

3250 Mary Street, Suite 404
Coconut Grove, FL 33133 .

ARTICLE III -- PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV -- CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of \$1.00.

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

3250 Mary Street, Suite 404
Coconut Grove, FL 33133;

and the name and address of the initial registered agent of this corporation are:

Robert J. Snowden
3250 Mary Street, Suite 404
Coconut Grove, FL 33133 .

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ARTICLE VI -- COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of Florida.

ARTICLE VII -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of four (4) persons. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of this corporation, but shall never be fewer than one (1). The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Robert J. Snowden	3250 Mary Street, Suite 404 Coconut Grove, FL 33133
Robert M. Gorlow	3250 Mary Street, Suite 404 Coconut Grove, FL 33133
Tad A. Templeton	3250 Mary Street, Suite 404 Coconut Grove, FL 33133
Sandra J. Witmer	3250 Mary Street, Suite 404 Coconut Grove, FL 33133.

ARTICLE VIII -- INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator are:

<u>Name</u>	<u>Address</u>
Robert J. Snowden	3250 Mary Street, Suite 404 Coconut Grove, FL 33133.

Fax Audit No. H00-0000470682

ARTICLE IX -- BY-LAWS

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE X -- INDEMNIFICATION

This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

ARTICLE XI -- AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein as of the 7th day of September, 2000.


Robert J. Snowden, Incorporator and Registered Agent

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