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Supportive Services, Inc.
12700 Prosperity Farms Road
Palm Beach Gardens, FL 33410

FILED
00 OCT 30 PM 4:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 20, 2000

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Supportive Services, Inc.

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-10/30/00--01146--013
*****87.50 *****87.50

Dear Sirs:

Enclosed please find the Original and one copy of the Articles of Incorporation for the above named corporation along with my check in the amount of \$87.50 for the Filing Fees, Certification Fee, Designation Fee for Registered Agent and Certificate of Status.

Please certify the enclosed copy and return in the envelope provided or at the address indicated above.

Should you have any questions or comments concerning the submission of these documents, please do not hesitate to call me at 561-626-8656.

Sincerely,



Marie Rhoads

enc

ajc 10/3

**ARTICLES OF INCORPORATION
OF
SUPPORTIVE SERVICES, INC.**

In compliance with the requirements of the Florida General Corporation Act (the "Act"), and Chapter 607 Florida Statutes the undersigned, a natural person who is of the age of eighteen years or more, acting as incorporator of the corporation, for the purpose of forming a corporation under the Laws of the State of Florida, hereby adopts the following Articles of Incorporation:

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ARTICLE I - NAME

The name of this corporation shall be SUPPORTIVE SERVICES, INC. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at 721 Northlake Boulevard, ^{NORTH} Palm Beach Gardens, Florida 33408, with a mailing address of 12700 Prosperity Farms Road, Palm Beach Gardens, Florida 33410. *mgr*

ARTICLE III - PURPOSES, NATURE AND POWERS

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, as being organized but not limited to:

- A. To own, manage and operate transactions for all lawful business.
- B. To provide services to the public and such activities therein.
- C. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this Corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.
- D. The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general powers of the Corporation as conferred by the Laws of the State of Florida.

**ARTICLE IV - CAPITALIZATION, STOCK, VOTING RIGHTS
AND PREEMPTIVE RIGHTS**

The aggregate number of shares which this Corporation shall have the authority to issue is 1,000 and the par value of each share shall be \$.001. Cumulative voting shares of stock is not authorized. Shareholders have the preemptive right to acquire additional shares of the Corporation, if any, except as limited by the Act and in compliance with the terms and conditions of the By-Laws.

**ARTICLE V - INITIAL BOARD OF DIRECTORS
AND OFFICERS**

BOARD OF DIRECTORS

The number of directors constituting the initial Board or Directors of this Corporation is one (1), and the name and address of the person to serve as the initial Director until the first annual meeting of Shareholders or until their successors are elected and shall qualify, are:

<u>Name</u>	<u>Address</u>
Marie J. Rhoads	12700 Prosperity Farms Road Palm Beach Gardens, FL 33410

The number of Directors, method of election, term of office, removal and filling of vacancies shall be as set forth in the By-Laws.

OFFICERS

The officers of the Corporation who shall conduct the business of the Corporation during the first year of its existence or until their successors are elected and qualified shall be:

Marie J. Rhoads	President / Secretary / Treasurer
George O. Rhoads	Vice President

ARTICLE VI - REGISTER AGENT

Marie J. Rhoads, whose address is 12700 Prosperity Farms Road, Palm Beach Gardens, Florida 33410, is hereby appointed the initial registered agent of this Corporation, and such address shall be the registered address of the Corporation.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

Marie J. Rhoads
12700 Prosperity Farms Road
Palm Beach Gardens, FL 33410

ARTICLE VIII - DURATION

The Corporation shall have perpetual existence.

ARTICLE IX - DIRECTOR'S & OFFICER'S LIABILITY

To the fullest extent permitted by the Act, as it exists on the date hereof or as it may hereafter be amended, no Director or Officer of the Corporation shall be personally liable to the Corporation or its Shareholders for monetary damages for breach of duty of care or

other duty as a Director. No Amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any Director or Officer of the Corporation for or with respect to any acts or omissions of such Director or Officer occurring prior to such amendment or repeal.

ARTICLE X - INDEMNIFICATION

The Corporation shall have the power to indemnify any Director or Officer against any liability asserted against or incurred by him in such capacity or arising out of his status as a Director or Officer to the maximum extent permitted by law. "Director" or "Officer", for purposes of this Article, shall mean any individual who is or was a Director or a Officer of the Corporation and any individual who, while a Director or Officer of the Corporation, is or was serving at the Corporation's request as a member of any board of committee. The Corporation will pay for or reimburse the reasonable expenses (including attorney's fees) incurred by a Director and/or Officer who is party to a proceeding in advance of final deposition to the maximum extent permitted by law. The Corporation shall have the power to indemnify and advance expenses to any employee or agent who is not a Director and/or Officer as may be authorized by the board of Directors (in their discretion) or when required by applicable law. The Corporation may purchase and maintain insurance on behalf of any individual who is or was a Director and/or Officer, employee, fiduciary or agent of the Corporation, or who, while Director and/or Officer, employee, fiduciary or agent of the Corporation, is or was serving at the request of the Corporation as a Director, Officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise, or employee benefit plan against any liability asserted against or incurred by him in such a capacity or arising out of his status as such, whether or not the Corporation would have had the power to indemnify him against such liability under applicable law.

ARTICLE XI - SPECIAL PROVISIONS

The following special provisions shall govern this Corporation

- A. The time and place of the annual shareholders' meeting and the annual directors' meeting shall be fixed and provided for in the By-Laws of the Corporation, and notice of same shall be given in any method provided therein. Any shareholder or director may waive notice of the time, place and purpose of any meeting either before, at or after such meeting.
- B. There shall be a President, a Secretary and a Treasurer of this Corporation, and such assistants as the shareholders may, by resolution, determine to be necessary and/or as provided in the By-Laws. This Corporation may also have such other officers, assistants and factors as may be determined necessary and provided for by resolution of the shareholders and/or in the By-Laws. Any person may hold two or more offices. The shareholders may, at any time, by majority vote at a duly-called and noticed meeting declare any officer or directorship vacant or remove any officer or director and elect a successor thereto.

Additionally, directors may, at any time, by majority vote at a duly-called and noticed meeting declare any office vacant or remove officer and elect a successor thereto.

C. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office or directorship in this Corporation.

ARTICLE XII - MERGER, CONSOLIDATION AND DISSOLUTION

The Corporation may merge or consolidate only in accordance with the procedures set forth in the Act, as it may be amended from time to time. The Corporation may be dissolved only in accordance with the Act, as it may be amended from time to time.

ARTICLE XIII - AMENDMENTS

This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

ARTICLE XIV - BY-LAWS

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the shareholders at any meeting thereof.


DATED this 20th day of October, 2000.

Marie J. Rhoads
Marie J. Rhoads, Incorporator
and Registered Agent

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 20th day of October, 2000 by Marie J. Rhoads, who being by me first duly sworn declared that she was the person who signed the foregoing document as incorporator and that the statements, therein contained are true. Witness my hand and official seal.

My commission expires:

 Peggy Luecht-Wildner
My Commission CC732825
Expires April 12, 2002

Peggy Luecht-Wildner
Notary Public

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

FILED
00 OCT 30 PM 4:4
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted pursuant to 48.091(1) and 607.034, Florida Statutes:

SUPPORTIVE SERVICES, INC., desiring to organize under the laws of the State of Florida, being in the County of Palm Beach at 721 Northlake Boulevard, Palm Beach Gardens, Florida 33408, has named MARIE J. RHOADS, located at 12700 Prosperity Farms Road, Palm Beach Gardens, Florida 33410, as its initial registered agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at the initial registered office of the Corporation in this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the Corporation open from 10:00 a.m. to 2:00 p.m. each day, except Saturdays, Sundays and legal holidays, and to post therein a sign designating the name of the corporation and the name of its registered agent.

Accepted this 20th day of October, 2000

By: Marie J. Rhoads
Marie J. Rhoads