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RICHARD E. MARTIN III
307 62nd Avenue North
St. Petersburg, FL 33702
(727) 525-8833

October 28, 2000

EFFECTIVE DATE
10-28-00

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

RE: REM Teleservices, Inc.

Gentlemen:

Enclosed please find the Articles of Incorporation to be filed for a new corporation - REM Teleservices Inc. Enclosed is our check in the amount of \$122.50 for filing fees, including a certification statement for the new corporation.

Sincerely,


Richard E. Martin

enclosures - Articles of Incorporation (2)
Check - \$122.50

FILED
00 OCT 30 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EFFECTIVE DATE
10-28-00

ARTICLES OF INCORPORATION

OF

REM TELESERVICES, INC.

FILED

00 OCT 30 PM 12:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person of legal age, acting as incorporator under the provisions of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name and address of this corporation shall be:

REM TELESERVICES INC.
307 62nd Avenue North
St. Petersburg, FL 33702

**ARTICLE II
PURPOSE**

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

**ARTICLE III
STOCK CLAUSE**

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 750 shares of common stock (each with a par value of \$1.00).

**ARTICLE IV
SUBSCRIBERS, INCORPORATORS & DIRECTORS**

The name and address of the subscriber and incorporator is:

Richard E. Martin III 307 62nd Avenue North
St. Petersburg, FL 33702

The names and addresses of the Directors are:

Richard E. Martin III	307 62nd Avenue North.
	St. Petersburg, FL 33702

ARTICLE V INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

ARTICLE VI FUNDAMENTAL CHANGES

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation;
- (d) Dissolution of the corporation;
- (e) Issuance of shares of any class, series or kind of stock (whether or not presently authorized), including treasury stock.

ARTICLE VII DIRECTORS

A. The business of the corporation shall be managed initially by a Board consisting of one (1) director. The number of directors may be increased or decreased, as provided in the bylaws, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not

stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

ARTICLE VIII EFFECTIVE DATE

The date that corporate existence shall begin is October 28, 2000. This election is pursuant to Florida Statute 607.0123.

ARTICLE IX REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of this corporation is 307 62nd Avenue North, St. Petersburg, FL 33702.. The name of the Registered Agent of this corporation is Richard E. Martin III at the above office address.

ARTICLE X BYLAWS

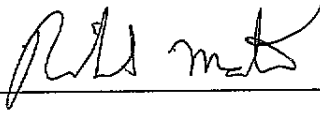
Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporator, certifies to the truth of the facts herein stated, this 28th day of October, 2000.



ACCEPTANCE

I hereby accept appointment as Registered Agent of REM Teleservices, Inc.,
dated this 28th day of October, 2000..



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