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ACCOUNT NO. : 072100000032

REFERENCE : 187704 7275614

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 70.00

ORDER DATE : June 15, 2001

ORDER TIME : 1:23 PM

400004423224-0

ORDER NO. : 187704-001

CUSTOMER NO: 7275614

CUSTOMER: Mr. Darryl S. Groom
Mr. Darryl S. Groom

2323 Del Prado Blvd. #7-143

Cape Coral, FL 33990

DOMESTIC FILING

NAME: REM HOUSES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUN 15 PM 3:04
2001 JUN 15 PM 4:56
FILED
TO BE LANDED
TO AVOID DELAY
SUFFICIENCY OF FILING
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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2001 JUN 15 PM 4:56

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF

REM HOUSES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

REM HOUSES, INC.

The address of the principal office of this corporation shall be 2408 SW 53rd Street, Cape Coral, Florida 33914, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Darryl S. Groom Dir.	2323 Del Prado Boulevard #7-143 Cape Coral, Florida 33990
Tobey R. Tan Dir.	2323 Del Prado Boulevard #7-143 Cape Coral, Florida 33990

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ARTICLE VII. INCORPORATOR

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The name and street address of the incorporator of these Articles of Incorporation:

The Company Corporation
2711 Centerville Road Suite 400
Wilmington, Delaware 19808

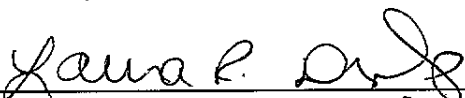
The undersigned incorporator has executed these Articles of Incorporation on June 15, 2001.



Incorporator
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 
Its Agent, Laura R. Dunlap
Authorized Service Representative
Corporation Service Company

NJH