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June 25, 2001

Division of Corporations
Secretary of State
409 E. Gaines Street
Tallahassee, Florida 32399

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-07/11/01--01002--001
*****70.00 *****70.00

Dear Sir or Madam:

Please find enclosed the Articles of Incorporation for filing in your office. Also enclosed is a check in the amount of \$70.00 to cover the filing fee.

If you require anything further, please do not hesitate to call.

Sincerely,

Sabra McClellan
Sabra McClellan

Guardianship Management of North Florida, Inc.
2424 Allen Road
Suite 150-D
Tallahassee, FL 32312

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

T. Burch JUL 13 2001

ARTICLES OF INCORPORATION OF
GUARDIANSHIP MANAGEMENT OF NORTH FLORIDA, INC.

The undersigned adopt the following articles of incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

ARTICLE I - NAME

The corporation's name is GUARDIANSHIP MANAGEMENT OF NORTH FLORIDA, INC.

ARTICLE II - DURATION

The corporation shall exist perpetually.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are:

- a. To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act;
- b. To do any acts incidental, necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 3,000 shares. Such shares shall be of a single class, shall contain pre-emptive rights, and shall have a par value of \$.10 (Ten Cents) per share. Such shares are subject to shareholder agreement as set forth in Article 5.3 of the corporate By-Laws which are available at the corporate offices.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial **principal** office of the corporation is:

322 McDaniel Street
Tallahassee, Florida 32303

The name and address of the initial registered agent is:

Broward Taff, Jr.
6600 Treasure Oaks Circle
Tallahassee, Florida 30308.

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TALLAHASSEE FLORIDA

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and whose business address is the same as that of the initial registered office above.

The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

ARTICLE VI - BOARD OF DIRECTORS

The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one. The names and addresses of the initial directors are:

Patricia Alley
505 Benjamin Chairs Road
Tallahassee, Florida 30303

Sabra McClellan
38 Wythe Court
Crawfordville, Florida 32327

The persons named as initial directors shall hold office for the first year of existence of the corporation or until successors are elected or appointed and qualified, whichever occurs first.

ARTICLE VII - INCORPORATORS

The names and address of the incorporator is:

Patricia Alley
505 Benjamin Chairs Road
Tallahassee, Florida 30303

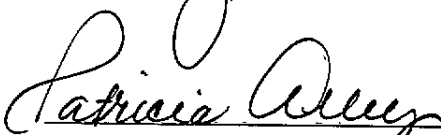
Sabra McClellan
38 Wythe Court
Crawfordville, Florida 32327

ARTICLE VIII - AMENDMENT


These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written instrument manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF the undersigned have executed these Articles of Incorporation this

21st day of June, 2001.



Patricia Alley, Incorporator

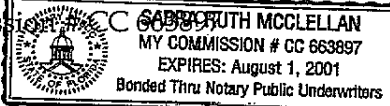


Sabra McClellan, Incorporator

STATE OF FLORIDA
COUNTY OF LEON

The foregoing Articles of Incorporation were acknowledged before me this 21st day of June, 2001, by Patricia Alley is personally known to me.

Sabra Ruth McClellan
Sabra Ruth McClellan, NOTARY PUBLIC

Commission # CC 663897
SABRA RUTH MCCLELLAN
MY COMMISSION # CC 663897
EXPIRES: August 1, 2001
Bonded Thru Notary Public Underwriters

STATE OF FLORIDA
COUNTY OF LEON

The foregoing Articles of Incorporation were acknowledged before me this 21st day of June, 2001, by Sabra McClellan who is personally known to me.

Broward Taff, Jr.
Broward Taff, Jr. NOTARY PUBLIC
Commission # DD028759



Broward Taff, Jr.
MY COMMISSION # DD028759 EXPIRES
May 23, 2005
BONDED THRU TROY FAIN INSURANCE, INC

To: Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida


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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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RESIDENT AGENT'S ACCEPTANCE OF APPOINTMENT

Having been named resident agent in the foregoing articles of incorporation to accept service of process for GUARDIANSHIP MANAGEMENT OF NORTH FLORIDA, INC., at 322 McDaniel Street, Tallahassee, Florida 32303, I do hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I acknowledge that I both understand and accept the duties and obligations of Section 607.0505, Florida Statutes (1999).

Dated this 21st day of June, 2001.


Broward Taff, Jr.

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 21st day of June, 2001, by Broward Taff, Jr., who is personally known to me, and who did not take an oath.


Sabra Ruth McClellan, Notary Public
Commission No.: CC 663897

