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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 16, 2001

JH ACCOUNTING SERVICES

SUBJECT: REM CORPORATION
REF: W01000026404

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Audit #H01000115085 2

ARTICLES OF INCORPORATION
OF
REM OF SARASOTA, INC.

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the Chapter 607 of the Florida Corporate Code do hereby certify the following:

FIRST: The name of the corporation shall be REM of Sarasota, Inc. This corporation shall have an effective date of January 1, 2002.

SECOND: The address of the initial registered office of the corporation is 5777 Beneva Road South, Sarasota, Florida 34233, County of Sarasota. The name of the registered agent located at said address is Daniel L. Prewett.

THIRD: The principal address of the corporation is 35 Beneva Road, Sarasota, FL 34237.

FOURTH: The purpose for which this corporation is organized shall be to engage in the business of property management. The corporation may engage in any other transaction or business permitted under the laws of the United States and of this State.

FIFTH: The total authorized stock of this corporation is divided into 1000 shares of no par value.

SIXTH: The number of directors constituting the initial board of directors is one, and the name(s) and address(es) who will serve as directors until the first annual meeting of shareholders or until their successors are as follows:

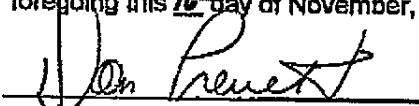
Richard McKelvain, 608 Eagle Place, Nokomis, FL 34275

SEVENTH: The duration of the corporation is perpetual.

EIGHTH: The name(s) and address(es) of the person who is to act as incorporator(s) are as follows:

Daniel L. Prewett, 5777 Beneva Road South, Sarasota FL 34233

We(I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 16th day of November, 2001.

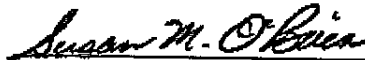


State of Florida

County of Sarasota

THE FOREGOING instrument was acknowledged and sworn to before me this 16th day of November, 2001, by Daniel L. Prewett.

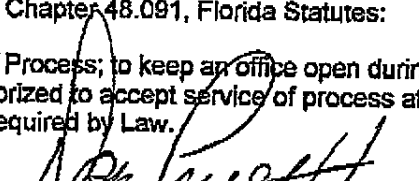



Notary Public

STATE OF FLORIDA DEPARTMENT OF STATE

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

I agree as Resident Agent to accept Service of Process; to keep an office open during prescribed hours, to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by Law.


Daniel L. Prewett, Registered Agent

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