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February 27, 2002

Our File No: 410048.1

VIA FEDERAL EXPRESS
Airbill No. 8290 6341 6554

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-03/01/02--01062--017
*****78.75 *****78.75

Office of the Secretary of State
State of Florida
Corporate Division
409 East Gaines Street
Tallahassee, FL 32399

Re: OCA SOLUTIONS, INC.

Dear Ladies and Gentlemen:

Please file the enclosed Articles of Incorporation for OCA Solutions, Inc. and certify and return the enclosed copy of the Articles of Incorporation. Our firm's check in the amount of \$78.75 is enclosed to cover the cost of filing, \$35.00, certified copy, \$8.75, and registered agent designation, \$35.00.

Please call the undersigned collect if you have any questions regarding the enclosures.

Thank you for your attention to this matter.

Very truly yours,



Christopher M. Fear

CMF/sf
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAR -1 AM 9:04



3-7-02
WC

ARTICLES OF INCORPORATION
OF
OCA SOLUTIONS, INC.

FILED STATE
SECRETARY OF CORPORATIONS
02 MAR - 1 AM 9: 04
DIVISION OF CORPORATIONS

ARTICLE I - NAME

The name of this corporation is OCA SOLUTIONS, INC.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of this corporation is OCA Solutions, Inc., and the mailing address of this corporation is 136 Heatherpoint Drive, Lakeland, FL 33809.

ARTICLE III - DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of voting common stock having a par value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 136 Heatherpoint Drive, Lakeland, FL 33809, and the name of the initial registered agent of this corporation at that office is Donald G. Callaway.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The name and address of the initial directors of the corporation are:

Donald G. Callaway
136 Heatherpoint Drive
Lakeland, FL 33809

Julie L. Callaway
136 Heatherpoint Drive
Lakeland, FL 33809

ARTICLE VIII - INCORPORATORS

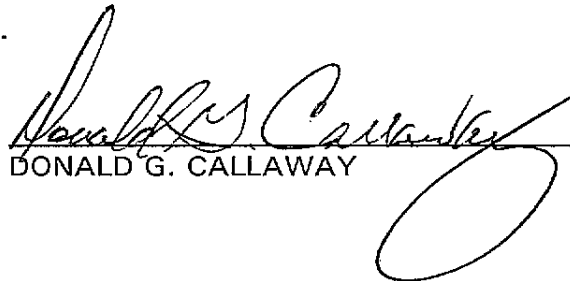
The name and address of the Incorporator is:

Donald G. Callaway
136 Heatherpoint Drive
Lakeland, FL 33809

ARTICLE IX - INDEMNIFICATION

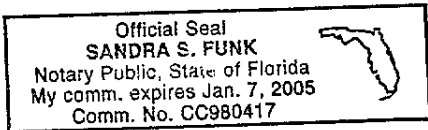
This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28th day of February, 2002.


DONALD G. CALLAWAY

STATE OF FLORIDA
COUNTY OF POLK

The foregoing Articles of Incorporation were acknowledged before me this 28th day of February, 2002, by Donald G. Callaway, who is personally known to me or who produced Florida driver's license as identification and who did not take an oath.



(Affix Notary Seal)

Sandra S. Funk
NOTARY PUBLIC, State at Large
Print name: SANDRA S. FUNK
My commission expires: - 1-7-2005

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the Registered Agent for OCA SOLUTIONS, INC. hereby accepts such appointment this 28th day of February, 2002.

Donald G. Callaway
DONALD G. CALLAWAY