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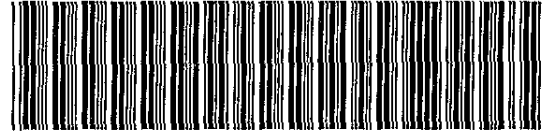
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TALLAHASSEE FLORIDA

**RUDEN
McCLOSKEY
SMITH
SCHUSTER &
RUSSELL, P.A.
ATTORNEYS AT LAW**

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PORT ST. LUCIE, FLORIDA 34986

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CYNTHIA.LYMAN@RUDEN.COM

November 22, 2002

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

Re: Diverse Professional Guardianship Services, Inc.

Dear Ladies and Gentlemen:

Please find enclosed the Articles of Incorporation for the above referenced corporation and a check in the amount of \$78.75. Please file the articles.

Thank you in advance for your attention to this matter and if you have any questions, please do not hesitate to let me know.

Sincerely yours,

RUDEN, McCLOSKEY, SMITH,
SCHUSTER & RUSSELL, P.A.



Cindy Lyman
Legal Assistant to Evett L. Simmons,
Esquire

CJL/

Enclosure

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SEALING DIVISION
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
DIVERSE PROFESSIONAL GUARDIANSHIP SERVICES, INC.**

The undersigned natural persons, acting as Incorporators for the purpose of forming a corporation for profit under the provisions of Section 607, Florida Business Corporation Act, of the Florida Statutes, do hereby adopt the following Articles of Incorporation:

I

Name of Corporation, Principal Office and Mailing Address

The name of this Corporation shall be Diverse Professional Guardianship Services, Inc. The principal office of this Corporation shall be 1100 Collins Avenue, #311, Miami Beach, Florida 33139. The mailing address of this Corporation shall be the same.

II

Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

The Corporation may transact any and all lawful business for which corporations may be incorporated under Florida General Corporation Act.

To do everything necessary, proper, or convenient for the accomplishment of any of the purposes set forth in these Articles, and to do every other act incidental to the corporate purposes which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

III

Shares

A. The Corporation is authorized to issue one class of stock as follows:

Common Shares. The maximum number of voting shares this Corporation is authorized to issue is 2,000, par value \$1.00 per share, all of which shall be common shares, all common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share in all matters on which shareholders have the right to

vote.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

IV
Duration

The Corporation shall have perpetual existence.

V
Registered Agent

The address of this Corporation's initial registered office is 145 NW Central Park Plaza, Suite 200, Port St. Lucie, Florida 34986 and the name of its initial Registered Agent at said address is Evett L. Simmons, Esquire.

VI
Incorporator

The name and address of the Incorporator is as follows:

Evett L. Simmons
145 NW Central Park Plaza, #200
Port St. Lucie, FL 34986

VII
Board of Directors

The Corporation shall have a Board of Directors consisting of a minimum of one (1) person and a maximum of five (5). The number of Directors may be increased or decreased from time to time by a resolution of a majority of the outstanding shares. The names and addresses of the initial Directors of this Corporation are:

Ulysses L. Felder
1100 Collins Avenue
#311
Miami Beach, FL 33139

Marlo D. Robinson
1680 Hiatus Road
Suite 121
Pembroke Pines, FL 33026

Mirtha Sanchez
8400 S.W. 133 Avenue
#323
Miami, FL 33183

Evet L. Simmons
145 NW Central Park Plaza
Suite 200
Port St. Lucie, FL 34986

VIII
Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting, if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

IX
Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

X
Indemnification

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

XI
Amendments

The Articles of Incorporation and Bylaws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded, at a duly called regular or special meeting of the Board, by an affirmative vote of a majority of all the Board members present in person or by proxy.

In Witness Whereof, the undersigned Incorporator has executed these Articles of Incorporation this 20th day of November 2002.



EVETT L. SIMMONS, ESQUIRE

State of Florida
County of St. Lucie

The Foregoing Instrument as acknowledged before me this 20th day of November 2002 by EVETT L. SIMMONS after producing Florida Drivers License is known to be the person who executed the foregoing Articles of Incorporation, as the Incorporator, who acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

In Witness Whereof, I have hereunto set my hand and seal this 20th day of November 2002.




NOTARY PUBLIC-STATE OF FLORIDA

My commission expires: 7/29/2003

CERTIFICATE DESIGNATING PLACES OF BUSINESS
OR DOMICILE FOR THE SERVICES OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That DIVERSE PROFESSIONAL GUARDIANSHIP SERVICES, INC., a Corporation for Profit, has named EVETT L. SIMMONS, ESQUIRE, 145 NW Central Park Plaza, Port St. Lucie, Florida 34986, as its agent to accept service of process within this state. Having been named to accept service of process for the above Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


EVETT L. SIMMONS, ESQUIRE