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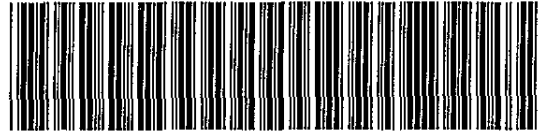
(Business Entity Name)

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TALLAHASSEE, FLORIDA

VL
1-12-0

BOSWELL & DUNLAP LLP

ATTORNEYS AT LAW

Established 1900

January 29, 2003

Clarence A. Boswell
Dabney L. Conner
George T. Dunlap, III
Keith D. Miller
Frederick J. Murphy, Jr.
Sean R. Parker
Donald H. Wilson, Jr.

245 South Central Avenue
P.O. Drawer 30
Bartow, Florida 33831
Phone: (863) 533-7117
Fax: (863) 533-7412
Sender's e-mail address:
kdm@bosdun.com

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Professional Guardians, Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation and original Certificate Designating Resident Agent for the above-named corporation. Please file the original Articles and Certificate and certify the enclosed copy. Thereafter, please return same to me. I have enclosed a return envelope for this purpose.

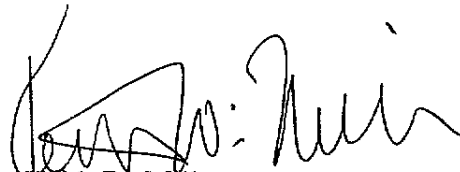
I am enclosing a check payable to your order in the amount of \$78.75 for the following charges:

Filing Fee	\$ 35.00
Filing Resident Agent Certificate	\$ 35.00
Certified Copy	<u>\$ 8.75</u>
Total	\$ 78.75

Thank you for your prompt attention to this matter.

Sincerely,

BOSWELL & DUNLAP



Keith D. Miller

KDM/pd
Enclosures

ARTICLES OF INCORPORATION
OF
PROFESSIONAL GUARDIANS, INC.

FILED
03 FEB -4 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigns hereby declare their intention to form and become a body corporate under the laws of the State of Florida, and under the following Certificate of Incorporation, which they do hereby make, subscribe to and acknowledge to be filed in the office of the Secretary of State of the State of Florida.

ARTICLE I

The name of this corporation shall be: **Professional Guardians, Inc.**

ARTICLE II

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida, and the objects and purposes herein set forth, it is expressly provided that this corporation shall have the power to transact any and all lawful business permitted by corporations under the laws of the State of Florida.

ARTICLE III

The capital stock of this corporation shall consist of 100 shares of common stock with a nominal or par value of \$1.00 per share. Said common stock may be divided into voting and non-voting shares before issuance by action of the Board of Directors; provided, however, that in the

event no such designation is specifically made by the Board of Directors, said stock shall be deemed voting.

The whole or any part of the authorized capital stock may be paid for in cash, property or services, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall be \$100.00.

ARTICLE V

The period of existence of this corporation shall be perpetual, or until dissolved according to law.

ARTICLE VI

The address of the principal office and mailing address of the corporation is Post Office Box 9261, Winter Haven, FL 33883-9261. The initial registered agent for this corporation shall be Keith D. Miller, and the street address of the initial registered office shall be at 245 South Central Avenue, Bartow, Florida 33830.

ARTICLE VII

The name and post office address of the original subscribers to these Articles of Incorporation and the members of the first Board of Directors of this corporation, who, subject to the provisions of these Articles of Incorporation, the By-Laws and the laws of the State of

Florida, shall hold office until the first annual meeting of the corporation, or until successors are elected and have been qualified is as follows:

Peggy DeVivo
Post Office Box 9261
Winter Haven, FL 33883-9261

ARTICLE VIII

The private property of the stockholders shall not be subject to payment of corporate debts to any extent.

ARTICLE IX

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized:

To make, alter, amend and rescind the By-Laws of this corporation, to fix the amount to be reserved as working capital; to authorize and cause to be executed mortgages and liens, without limit as to amount upon the property and franchises of this corporation.

With the consent in writing and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the directors shall have authority to dispose of, in any manner, the whole property of this corporation.

The stockholders and directors shall have the power to hold their meeting and keep the books, documents, and papers of the corporation outside the State of Florida, at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders or directors, except as otherwise required by the laws of Florida.

If the By-Laws so provide, to designate one or more of their number to constitute an executive committee, which shall for the time being, as provided in said resolution or in the By-Laws of this corporation, have and exercise any or all of the powers of the Board of Directors in the management of the business and affairs of this corporation and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

This corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

The directors of this corporation shall have the power to establish and maintain, in addition to the principal office in Florida, one or more offices at such places as they may from time to time designate.

This corporation may under its By-Laws confer powers additional to the foregoing upon the directors, in addition to the powers and authority expressly conferred on them by law.

It is the intention that the objects, purposes and powers specified in Article II hereof shall, except when otherwise specified in said Article, be in no ways limited or restricted by reference to or inference from the terms of any other clause or article in these Articles of Incorporation, but that the objects, purposes and powers specified in Article II hereof, and in each of the clauses or paragraphs specified in Article II hereof, and in each of the clauses or paragraphs of this charter, shall be regarded as independent objects, purposes and powers.

The corporation shall be organized and managed so that it is a "Small Business Corporation" as defined in IRC Sec. 1244(c)(1), as amended and the shares issued by the corporation will be "Section 1244 Stock" as defined in IRC Sec. 1244(c)(1), as amended.

The undersigns being the original subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation in pursuance of the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true and respectively agree to take the number of shares of stock subscribed by us as hereinbefore set forth at a price of \$1.00 per share. We have accordingly hereunto set our hands and seals this 29 day of January, 2003.

Witnesses:

Nilla Dean Bass
Elizabeth C Hunt

Peggy DeVivo
Peggy DeVivo

STATE OF FLORIDA
COUNTY OF POLK

I CERTIFY that this day before me, an officer duly authorized to take acknowledgments, personally appeared Peggy DeVivo, who executed the foregoing Articles of Incorporation, who is personally known to me or produced identification, and who did not take an oath. Identification Produced: _____

WITNESS my hand and official seal in the County and State named above on the 29th day of January, 2003.

(Affix Notarial Seal)

Elizabeth Crews Hunt
Notary Public - State of Florida at Large
My Commission Expires:



Elizabeth Crews Hunt
Commission # CC 967134
Expires Oct. 28, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

FILED

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CERTIFICATE DESIGNATING
REGISTERED OFFICE AND REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted in compliance with said provisions:

That **PROFESSIONAL GUARDIANS, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Winter Haven, County of Polk, State of Florida, has designated 245 South Central Avenue, Bartow, FL 33830, as its registered office and Keith D. Miller as its registered agent at said office to accept service of process within this state.

ACKNOWLEDGMENT AND ACCEPTANCE:

Having been named to accept service of process for the above stated corporation, at the registered office designated in this certificate, I hereby accept to act in this capacity, and agree to comply with said provisions relative to keeping open said office.

By Keith D. Miller
Keith D. Miller, Registered Agent

SWORN TO AND SUBSCRIBED before me on this 29th day of January, 2003.

Elizabeth Crews Hunt
Notary Public - State of Florida at Large
My Commission Expires:



Elizabeth Crews Hunt
Commission # CC 967134
Expires Oct. 28, 2004
Bonded Thru
Atlantic Bonding Co., Inc.