

Stephen L. Kenney*
 William C. Burd
 Dan M. Markowitz*
 Joseph W. Downs III
 Mark O. Rosen
 Wallace L. Magathan III
 J. D. Cason*
 Philip D. White*
 S. Austin Carr
 Adam S. Gitter*
 Roderick V. Hannish
 David R. Ivatt*
 Donald B. MacDougall*
 George M. Moore*
 Arthur R. Brown, Jr.
 Madelyn Simon-Luzano
 Neil H. Levinson
 Tom K. Hammon*
 William J. Gutierrez*
 Connie Tang*
 Cheri R. Lazar
 John G. McFhee

**KENNEY
 BURD
 &
 MARKOWITZ**
 ATTORNEYS AT LAW

601 Brickell Key Drive, Suite 500
 Miami, Florida 33131
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San Francisco Office
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 Suite 260
 San Francisco, California 94111
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 Facsimile: 415-392-3120

Facsimile: 305-374-3161

*Member California State Bar only
 A partnership including a law corporation

November 21, 1994

995000003963

RECEIVED
 11/21/94
 11:21 AM

Secretary of State
 Division of Corporations
 P.O. Box 1627
 Tallahassee, FL 32314

Re: Choices, Inc.

Dear Sir or Madam:

Please find enclosed the original and one copy of the Articles of Incorporation and the Certificate Designating Registered Agent and Registered Office of Choices, Inc. Please cause the articles of incorporation to be filed and send the certificate of incorporation to the undersigned. Also enclosed is a check in the amount of \$122.50 for the filing fee.

Very truly yours,

Joseph W. Downs III
 JOSEPH W. DOWNS III

JWD:lrh
 Enclosures
 cc: John P. Foti

194-25460

00618, 00524, 00671

NOV 21 1994
 11:21 AM



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 29, 1994

JOSEPH W. DOWNS III
601 BRICKELL KEY DRIVE
SUITE 500
MIAMI, FL 33131

SUBJECT: CHOICES, INC.
Ref. Number: W94000025460

We have received your document for CHOICES, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name you chose is not available since it is already filed with this office as a trademark.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kanut Khosla
Corporate Specialist

Letter Number: 394A00051189

Stephen C. Kenney*
William G. Buel
Ron M. Markowitz*
Joseph W. Downs III
Mark D. Rosen
Wallace C. Magathan III
J. D. Caven*
Philip H. Witter*
R. Austin Carr
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January 13, 1995

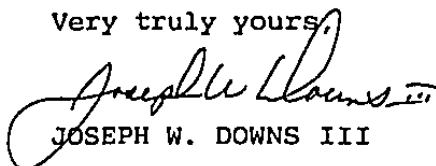
Kanut Khosla
Corporate Specialist
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Choices International, Inc.

Dear Ms. Khosla:

Enclosed is a copy of your letter dated November 29, 1994, advising us that the corporate name Choices, Inc., is not available. Accordingly, we have chosen the corporate name Choices International, Inc., and enclose the original and one copy of the Articles of Incorporation and the Certificate Designating Registered Agent and Registered Office. Please cause the articles of incorporation to be filed and send the certificate of incorporation to the undersigned.

Very truly yours,


JOSEPH W. DOWNS III

JWD:lrp
Enclosures
cc: William H. Booth

ARTICLES OF INCORPORATION
OF
CHOICES INTERNATIONAL, INC.

FILED
55 JAN 17 11:09
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is Choices International, Inc.

ARTICLE II

The corporation may engage in any and all activities and businesses permitted under the laws of the United States and of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The existence of the corporation shall be perpetual. Corporate existence shall commence on the date these Articles are filed by the Department of State of the State of Florida.

ARTICLE V

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The street address of the initial registered office of the corporation is 809 Warren Road, Lutz, Florida 33549, and the initial registered agent of the corporation at that address is Margaret M. Booth.

ARTICLE_VI

The corporation shall have no directors initially. The number of directors may be increased or diminished from time to time pursuant to the Bylaws of the corporation, but shall not be less than one nor more than five.

ARTICLE_VII

Members of the Board of Directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or Committee if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time, is used.

ARTICLE_VIII

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve such director personally, directly or indirectly, or that it may involve any person, firm, corporation or other entity in which such director has such a direct or indirect interest.

ARTICLE_IX

The name and street address of the incorporator signing these articles is:

<u>Name</u>	<u>Address</u>
Margaret M. Booth	809 Warren Road Lutz, Florida 33549

ARTICLE_X

The initial bylaws of this corporation shall be adopted by the

directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE XI

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

EXECUTED at Lutz, Florida, this 5th day of January, 1995.

Margaret M. Booth
MARGARET M. BOOTH

STATE OF FLORIDA)
) ss:
COUNTY OF HILLSBOROUGH)

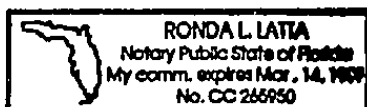
BEFORE ME, the undersigned authority, personally appeared MARGARET M. BOOTH, to me personally known to be the person who subscribed to the foregoing Articles of Incorporation of Choices International, Inc., who acknowledged that she freely and voluntarily executed the said Articles of Incorporation for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 5th day of January, 1995.

Ronda L. Latta
Notary Public, State of Florida
at Large

Ronda L. Latta
(Type, Print or Stamp Name)

My commission expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance therewith.

DESIGNATION

Choices International, Inc., desiring to organize under the laws of the State of Florida, hereby designates MARGARET M. BOOTH its registered agent and 809 Warren Road, Lutz, Florida 33549, as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named corporation, I hereby agree to act in such capacity for such corporation at its registered office.

Margaret M. Booth
MARGARET M. BOOTH

Dated: January 5, 1995

FILED
95 JAN 17 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA