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OUR FILE NUMBER

WRITER'S DIRECT DIAL NUMBER (407) 288-1980

April 4, 1995

Department of State
DIVISION OF CORPORATIONS
Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32301

10000014213711
-04/06/95--01076--0012
++++122.50 +++++122.50

Re: ARTICLES OF INCORPORATION; CRITICAL PATHWAYS

Gentlemen:

Enclosed are an original and one copy of Articles of Incorporation of the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee:	\$35.00
Certified Copy:	\$52.50
Registered agent fee:	\$35.00

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Sincerely,



Tricia Wilken, secretary to
Wesley R. Harvin, Esquire

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FILED

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**ARTICLES OF INCORPORATION
OF
CRITICAL PATHWAYS, INC.**

FILED
MAR 9 1994
CLERK OF COURT
JACKSONVILLE
FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is: CRITICAL PATHWAYS, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 600 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

MARCI A. TAPPER
811 East Ocean Boulevard
Stuart, Florida 34994

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS.

The name of the initial directors of this Corporation and their street addresses are:

LOUIS A. VIAMONTES
811 East Ocean Boulevard
Stuart, Florida 34994

and

S. SCOTT TAPPER
811 East Ocean Boulevard
Stuart, Florida 34994

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

MARCI A. TAPPER
811 East Ocean Boulevard
Stuart, Florida 34994

ARTICLE IX. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders

and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

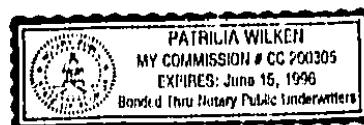
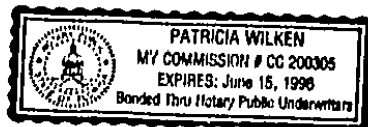
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on March 16, 1995.

Marci A. Tapper
MARCI A. TAPPER
Incorporator

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 16 day of March, 1995 by MARCI A. TAPPER as Incorporator for CRITICAL PATHWAYS, INC. She is personally known to me and did take an oath.

Patricia Wilken
Signature of notary
Patricia Wilken
Print name of notary
Notary Public State of Florida



ACCEPTANCE OF REGISTERED AGENT

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That **CRITICAL PATHWAYS, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 811 East Ocean Boulevard, Stuart, Florida 34994, has named **MARCI A. TAPPER** as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

BY: Marci A. Tapper
MARCI A. TAPPER

FILED
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TALLAHASSEE, FLORIDA