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LAW OFFICES OF

POTTER, MCGLELLAND, MAHKS & HEALY, P. A.

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OF COUNSEL

REPLY TO: MELBOURNE

FIRST UNION BANK BUILDING, SUITE 400
700 SOUTH HANCOCK STREET
POST OFFICE BOX 2520
MELBOURNE, FLORIDA 32902-0520
(407) 384-4700
FAX: (407) 720-4000
200 BURNARD AVENUE
COCOA, FLORIDA 32902
(407) 634-6011

April 21, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

30000146393
-04/24/95--01065--001
*****70.00 *****70.00

Re: **GUARDIANSHIP CASE MANAGEMENT, INC.**

Gentlemen:

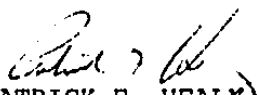
Enclosed are an original and one copy of the Articles of Incorporation of the subject corporation. Please file the original and return a copy to the undersigned.

We have also enclosed a Certificate designating the registered agent and a check in payment of the following costs:

Filing Fee, Articles of Incorporation	\$35.00
Filing Fee, Registered Agent Designation	\$35.00
Total	<u>\$70.00</u>

Thank you for your assistance in this matter.

Sincerely,


PATRICK F. HEALY

PFH:cm
Enclosures

APR 26 1995 BSB

FILED
APR 21 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
GUARDIANSHIP CASE MANAGEMENT, INC.**

FILED
05 APR 24 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is **GUARDIANSHIP CASE MANAGEMENT, INC.**

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing at the time of filing these articles with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 700 S. Babcock Street, Suite 400, Melbourne, Florida 32901; and the name of the initial registered agent of this corporation at that address is: Patrick F. Healy.

ARTICLE VIII - MAILING ADDRESS

The mailing address of the corporation is 6949 W. Nasa Blvd., West Melbourne, FL 32904.

ARTICLE IX - INCORPORATOR

The name and address of the incorporators of the corporation are:

Judy B. Healy
6949 W. Nasa Blvd.
W. Melbourne, FL 32904

Marilyn Howard
6949 W. Nasa Blvd.
W. Melbourne, FL 32904

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors.

ARTICLE XII - SHAREHOLDER QUORUM AND VOTING

Fifty-One percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIII - INDEMNIFICATION

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

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed

these articles of incorporation this 11th ^{APRIL} day of ~~February~~, 1995.

Judy B. Healy
JUDY B. HEALY

Marilyn Howard
MARILYN HOWARD

STATE OF FLORIDA:
COUNTY OF BREVARD:

^{April} The foregoing instrument was acknowledged before me this 11 day of ~~February~~, 1995, by JUDY B. HEALY and MARILYN HOWARD who are personally known to me or who has produced a Florida Driver's License as identification and who did() did not () take an oath.

Katherine M Cobb
Notary Public
Printed Name: Katherine M Cobb
My Commission Expires:
My Commission Number: CC127435

Notary Public, State of Florida
My Commission Expires Jan. 25, 1995
Recorded & Indexed by the County Clerk

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT
OF
GUARDIANSHIP CASE MANAGEMENT, INC.**

I understand the duties of and hereby accept appointment as the registered agent of GUARDIANSHIP CASE MANAGEMENT, INC. at the initial registered office of the Corporation at 700 S. Babcock Street, Melbourne, Florida 32901.

Dated this 21st day of April, 1995.



PATRICK F. HEALY

FILED
95 APR 21 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA