

RA
CORPORATE SERVICES, INC.

P95000038775

C. Randolph Coleman
Executive Vice President

May 12, 1995

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

Re: Alternatives for the Disabled, Inc.

000001487840
-05/15/95--01094---010
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation for a new corporation, Alternatives for the Disabled, Inc., together with your filing fee of \$70.00.

I will appreciate your acknowledging filing of these Articles and providing us with the charter number.

Your assistance in this matter is greatly appreciated.

Sincerely yours,



C. Randolph Coleman
Executive Vice President

MAY 16 1995 BSB

Enclosure

FILED
95 MAY 15 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ALTERNATIVES FOR THE DISABLED, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this Corporation shall be Alternatives for the Disabled, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this Corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State. This Corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This Corporation is being organized for the purpose of All legal purposes engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This Corporation shall have the authority to issue 1,000 shares of common stock at no par value.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this Corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this Corporation, without first offering such shares for sale to this Corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this Corporation at its registered office address, and open for acceptance by this Corporation for a period of fifteen

days from the date of mailing. If this Corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this Corporation shall have the right to purchase any shares of the capital stock of this Corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this Corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions
Imposed By This Corporation's Articles of Incorporation, A Copy
of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this Corporation's Initial Board of Directors shall be Two. The number of directors may be increased or decreased from time to time, as provided in this Corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board of Directors are: Deborah H. Beall, 8344 Manavista Street, Jacksonville, FL 32211.

ARTICLE VIII. INDEMNIFICATION

This Corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

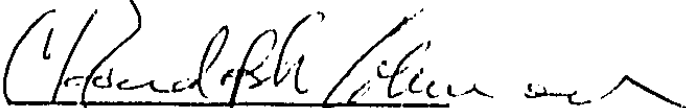
The address of this Corporation's principal office and the address of this Corporation's initial registered office shall be: 7077 Bonneval Road, Suite 310, Jacksonville, Florida 32216, and the name of the initial registered agent at that address is RA Corporate Services, Inc.

ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: RA Corporate Services, Inc., 7077 Bonneval Road, Suite 310, Jacksonville, Florida 32216.

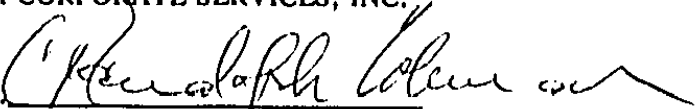
ARTICLE XI. AMENDMENT

This Corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


C. Randolph Coleman - Incorporator

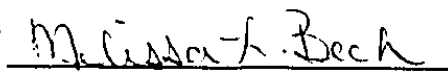
RA CORPORATE SERVICES, INC., a Florida corporation, hereby accepts designation as resident agent, agrees to serve as the resident agent of Alternatives for the Disabled, Inc., and states that it is familiar with and accepts the duties and responsibilities as registered agent for Alternatives for the Disabled, Inc.

RA CORPORATE SERVICES, INC.

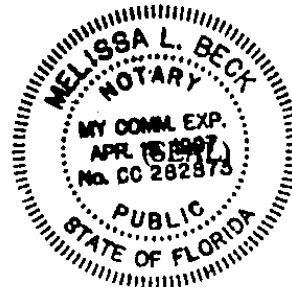
By 
Its President

State of Florida
County of Duval

On May 12, 1995, C. Randolph Coleman, the undersigned agent of RA Corporate Services, Inc., designated above as the Corporation's initial registered agent and incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles of Incorporation of Alternatives for the Disabled, Inc.


Notary Public

Commission Expiration Date & Commission Number:



**ASSIGNMENT BY THE SOLE INCORPORATOR
OF THE ARTICLES OF INCORPORATION OF
ALTERNATIVES FOR THE DISABLED, INC.**

RA CORPORATE SERVICES, INC., a Florida corporation authorized to transact business in the State of Florida, as sole incorporator of ALTERNATIVES FOR THE DISABLED, INC., a Florida corporation, for value received, hereby assigns any and all right it may have as such incorporator to:

Deborah H. Beall

Dated this May 12, 1995.

RA CORPORATE SERVICES, INC.

By: 

Its President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA