



TALLAHASSEE, FL
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ACCOUNT NO : 07 00000032

REFERENCE : 624461 80476A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : June 22, 1995

ORDER TIME : 9:57 AM

ORDER NO. : 624461

CUSTOMER NO: 80476A

CUSTOMER: Al R. Lopez, Jr., Esq
LOPEZ & KELLY, P.A.

Suite 500
4600 West Cypress Avenue
Tampa, FL 33607

100001520601
-06/22/95--01043--016
****122.50 ****122.50

DOMESTIC FILING

NAME: SECURE CARE OF AMERICA, INC.

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS: _____

FILED
95 JUN 22 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN JUN 23 1995

**ARTICLES OF INCORPORATION
OF
SECURE CARE OF AMERICA, INC.**

FILED
95 JUN 22 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Article I
Name**

The name of this Corporation is SECURE CARE OF AMERICA, INC.

**Article II
Duration**

The Corporation shall have perpetual existence.

**Article III
Purpose and Principal Place of Business**

Purpose. This Corporation is organized for the purposes of transacting any or all lawful business.

Principal Place of Business. The initial street address of the principal place of business of the Corporation is 4600 W. CYPRESS STREET, SUITE 500, TAMPA, FLORIDA 33607.

**Article IV
Capital Stock**

The amount of capital stock authorized shall consist of 7,500 shares of the common voting stock having a par value of \$1.00 per share, payable in lawful money of the United States of America or in property, at a just valuation to be fixed by the Board of Directors of this Corporation. The capital stock of the Corporation may at any time be increased or decreased as provided by the laws of Florida.

Article V
Preemptive Rights

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

Article VI
Registered Office and Agent

Section 1. The undersigned incorporator of this Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business located in the City of Tampa, State of Florida, has named AL R. LOPEZ, JR. as its agent to accept service of process within this State.

Section 2. 4600 W. CYPRESS STREET, SUITE 500, TAMPA, FLORIDA 33607 is hereby designated by said incorporator as the Registered Office of the Corporation in the State of Florida, and AL R. LOPEZ, JR. is hereby named as the Registered Agent of the Corporation, whose business office is identical with the said Registered Office.

Article VII
Incorporators

The name and street address of the Incorporator is:

MERRILL ASHLINE
5916 Hammock Woods Road
Odessa, Florida 33556

Article VIII
Board of Directors

Section 1. This Corporation initially shall have one director. The number of directors may be increased or diminished from time to time by action in accordance with the Bylaws of the Corporation.

Section 2. The name and street address of the first member of the Board of Directors who, unless otherwise provided by the Bylaws, shall hold office for the first year of existence of the Corporation or until his successor is elected and qualified is:

MERRILL ASHLINE
5916 Hammock Woods Road
Odessa, Florida 33556

All of the directors of the Corporation shall be at least eighteen (18) years of age.

Article IX
Restriction on Transfer of Stock

Shares of the capital stock of this Corporation shall be issued initially to the following person and in the amount set opposite his name:

MERRILL ASHLINE 1,000 shares

Shares held by the initial Stockholder listed above may not be resold or otherwise transferred (other than to a revocable trust created by a Stockholder) or encumbered without the consent of the other Stockholders and unless such shares are first offered to the remaining Stockholders or to this Corporation. The price and terms at which, and the time within which, such shares may be

offered and sold shall be further specified in, or as directed by,
the Bylaws of this Corporation.

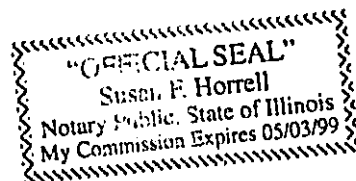
IN WITNESS WHEREOF, the above-named Incorporator has
subscribed his name this 15th day of June, 1995.

Merrill Ashline
MERRILL ASHLINE

STATE OF ILLINOIS
COUNTY OF Kankakee

The foregoing Articles of Incorporation were acknowledged
before me by MERRILL ASHLINE, who is personally known to me, this
15 day of June, 1995.

Susan Horrell
Printed Name: Susan Horrell
NOTARY PUBLIC
State of Florida at Large
Commission No. 153655
My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091 and SECTION 607.0501
FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

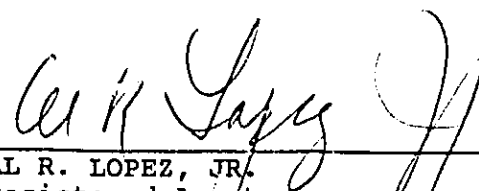
FIRST--THAT SECURE CARE OF AMERICA, INC., DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH
ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF TAMPA, STATE OF
FLORIDA, HAS NAMED AL R. LOPEZ, JR., LOCATED AT 4600 W. CYPRESS
STREET, SUITE 500, TAMPA, FLORIDA, 33607, AS ITS REGISTERED AGENT
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


MERRILL ASHLINE
INCORPORATOR

TITLE: Director

DATE: 6-15-95

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, AND BEING FAMILIAR WITH THE OBLIGATIONS OF REGISTERED
AGENT, I HEREBY AGREE TO ACT IN THIS CAPACITY AND ACCEPT THE
OBLIGATION OF THAT POSITION, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF ALL MATTERS.


AL R. LOPEZ, JR.
Registered Agent
DATE: 6-20-95

55 JUN 22 AM 8:08
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA