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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ALTERNATIVE SOLUTIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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GEAR DAY



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

July 18, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: ALTERNATIVE SOLUTIONS, INC.
REF: W95000014396

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4402 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

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Loria Poole
Corporate Specialist

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The name of the Corporation shall be **ALTERNATIVE SOLUTIONS OF PALM BEACH, INC.**

SECTION A: The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

77355551005

Prepared By:
Paul Buschmann, Esq.
Florida Bar #359262
1515 North Federal Highway, #111
Boca Raton, FL 33432

19849224000 P.03

TO

JAN-07-1900 14:59 FROM

SECTION D: To borrow or raise money without limit as to amount; to sell, create security interests in, pledge and otherwise dispose of and realize upon book accounts and other chooses in action; to make, draw, accept, endorse, execute and issue bonds, debentures, notes or other obligations of any nature or in any manner for money so borrowed or in payment for property purchased and to secure the principal thereof and the interest thereon by mortgage upon, or creation of security interest in, or pledge of or conveyance or assignment in trust of, the whole or any part of the property, real or personal, of this Corporation, wherever situated and whether at the time owned or thereafter acquired; and, in such manner and upon such terms as the Board of Directors may from time to time determine, to sell, exchange, pledge, offer for discount or otherwise dispose of any and all such bonds, debentures, notes or other obligations.

SECTION E: To lend money to other persons, partnerships, associations and corporations, secured by mortgage or other lien on real estate, or pledge or security interests in personal property, or without security, but only to the extent permitted a business corporation under the corporation law of this State.

SECTION F: To acquire, by purchase, exchange or otherwise, all or any part of, or any interest in, the properties assets, business and good will of any one or more persons, firms, associations or corporations heretofore or hereafter engaged in any business for which a corporation may now or hereafter be organized under the laws of this state; to pay for the same in cash, property or its own or other securities; to hold, operate, reorganize, liquidate, sell or in any manner dispose of the whole or any part thereof; and

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SECTION I: To invest and deal with the funds of this corporation in any manner, and to acquire by purchase or otherwise the stocks, bonds, notes, debentures and other securities and obligations of any government, state, municipality, corporation, association or partnership, domestic or foreign and, while owner of any such securities or obligations, to exercise all the rights, powers and privileges of ownership, including among other things, the right to vote thereon for any and all purposes.

SECTION J: To enter into any partnership, limited or general, as limited or general partner, or both, and to enter into any other arrangement for sharing profits, union of interest, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business which this corporation is authorized to carry on, or any

business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this Corporation.

SECTION K: To organize or cause to be organized under the laws of any state of the United States, or the District of Columbia, or of any territory, dependency or possession of the United States, or any foreign country, a corporation or corporations for the purpose of transacting, promoting or carrying on any or all of the objects or purposes for which this Corporation is organized, and to dissolve, wind up, liquidate, merge or consolidate any such corporation or corporations or to cause the same to be dissolved, wound up, liquidated, merged or consolidated.

SECTION L: From time to time to provide and carry out and to recall, abolish, revise, amend, alter or change a plan or plans for the participation by all or any of the employees, including directors and officers of this Corporation or of any corporation in which or in the welfare of which the corporation has any interest, and those actively engaged in the conduct of this corporation's business, in the profits of this Corporation's legitimate expenses, and for the furnishing to such employees and persons or any of them, at this Corporation's expense, of medical services, insurance against accident, sickness or death, pensions during old age, disability or unemployment, education, housing, social services, recreation or other similar aids for their relief or general welfare, in such manner and upon such terms and conditions as may be determined by the Board of Directors.

SECTION M: To cause or allow the legal title, or any estates, rights or interests in any property owned, acquired, controlled or operated by this Corporation to remain or to be vested in the name of any person, firm, organization, association or corporation, as

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agent, trustee or nominee of this Corporation, upon such terms or conditions which the Board of Directors may consider for the benefit of this Corporation.

SECTION 11 To carry on any of the business hereinbefore enumerated for its own account, or for the account of others, and to act as agent for others with respect to any of such businesses and to carry on any other business which may be deemed by it to be calculated directly or indirectly to effectuate or facilitate the aforesaid objects or businesses or any of them, or any part thereof, or to enhance the value of its property, business or rights; and to aid, conduct, manage or operate any lawful enterprise in relation to the foregoing.

SECTION 12 To have one or more offices and to do each and every thing necessary or proper for the accomplishment of any one or more of the purposes or the attainment of any one or more of the objects hereinabove enumerated, or conducive to or expedient for the interest or benefit of the Corporation and, in general, to enjoy all the rights and privileges of the corporations for profit governed by the laws of the State of Florida, it being expressly provided that the enumeration of any specific business or power herein shall not be held to limit or restrict in any manner any other business or power of said Corporation.

III. STOCK

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any time shall be FIVE HUNDRED (500) shares of common stock having a par value of \$.01 per share. The capital stock may be paid for in property, labor or services at a just valuation, to be fixed by the incorporators or by the Directors at a meeting called for such purpose or at the

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organizational meeting. Property, labor or services may be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the Directors of the Company. Stock in other corporations or on-going businesses may be purchased by the Corporation, in return for the issuance of its capital stock, and said purchases shall be on such basis and for such consideration as the issuance of so much of the capital stock as the Directors of the Company may decide.

IV. TERM OF EXISTENCE

This Corporation shall have a perpetual existence.

V. PRINCIPAL OFFICE

The principal office or place of business of the Corporation shall be located at 100 Knoll Way, Jupiter, FL, 33477

VI. BOARD OF DIRECTORS

The affairs of the Corporation shall be conducted by a Board of not less than two (2) and not more than four (4).

VII. INITIAL DIRECTORS

The name and street address of the first Directors, who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the Corporation's existence or until their successors are elected and shall have qualified, are the following:

<u>NAME</u>	<u>ADDRESS</u>
Keith Gliwa	100 Knoll Way, Jupiter, FL. 33477
John Cooper	975 N.W. 10th Street, Boynton Beach, FL 33426

VIII. INITIAL OFFICERS

The names and street addresses of the first Officers, who, subject to the provisions of these Articles of Incorporation, shall hold

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office for the first year of the Corporation's existence or until their successors are elected and shall have qualified, are the following:

NAME	TITLE	ADDRESS
Keith Gliwa	President	100 Knoll Way, Jupiter, FL 33477
John Cooper	Vice-President/ Secretary	975 N.W. 10th Street, Boynton Beach, FL 33426
Cynthia Gliwa	Treasurer	100 Knoll Way, Jupiter, FL 33477

IX. INCORPORATORS

The name and street address of each person signing these Articles of Incorporation is:

NAME	ADDRESS
Keith Gliwa	100 Knoll Way, Jupiter, FL 33477
John Cooper	975 N.W. 10th Street, Boynton Beach, FL 33426

X. ASSIGNMENT OF SUBSCRIPTION RIGHTS

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The original incorporator(s) of the corporation shall have the right, upon its organization, to assign and deliver the subscriptions of stock to any other person, or to firms of corporation who may hereafter become subscribers to the capital stock of the Corporation who, upon acceptance of such assignment, shall stand in lieu of the original incorporators, and assume and carry out all the rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

XI. MANAGEMENT

The Corporation shall be managed by the Board of Directors, which shall exercise all powers conferred under the laws of the State of Florida including, without limitation, the power:

SECTION A: To hold meetings, to have one or more offices and to keep the books of the Corporation, except as otherwise expressly provided by law, at such places, whether within or without the State of Florida, as may from time to time be designated by the Board.

SECTION B: To make, alter and repeal By-Laws of the Corporation, subject to the reserved power of the stockholders to make, alter and repeal By-Laws.

SECTION C: To determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account, record, book or document of the Corporation, except as conferred by the laws of the State of Florida.

SECTION D: To declare and pay dividends upon the shares of capital stock of the Corporation either out of net assets in excess of liabilities including capital or out of net earnings, and to direct the use and disposition of such net assets in excess of liabilities including capital and of such net earnings, all in accordance with the provisions of the laws of the State of Florida.

SECTION E: To fix and determine from time to time an amount to be set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for working capital or any other proper purpose or to abolish any such reserve or reserves.

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SECTION P1 To make lawful disposition of any paid-in or of capital charge, or create any reserves out of the same, or charge to the same organization expenses or other similar expenses properly chargeable to capital account.

SECTION Q1 To use or apply any funds of the Corporation lawfully available therefore for the purchase or acquisition of shares of the capital stock or bonds or other securities of the Corporation, in the market or otherwise, at such price as may be fixed by the Board, and to such extent and in such manner and for such purposes and upon such terms as the Board may deem expedient and as may be permitted by law.

SECTION H1 From time to time in such manner and upon such terms and conditions as may be determined by the Board, to provide and carry out and recall, abolish, revise, alter or change, one or more plan or plans for:

(i) The issuance or the purchase and sale of its capital stock or granting of options therefore to any or all of the employees, officers or Directors of the Corporation, or of any subsidiaries, and the payment of such stock in installments or at one time, with or without the right to vote thereon pending payment therefore in full, and for aiding any such persons in paying for such stock by contributions, compensation for services or otherwise;

(ii) The participation by any or all of the employees, officers or Directors of the Corporation, or of any subsidiaries in the profits of the Corporation or of any branch, division or subsidiary thereof, as part of the Corporation's legitimate expenses; and,

(iii) The furnishing of any or all of the employees,

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officers or Directors of the Corporation, or of any subsidiaries, at the expense, wholly or in part, of the Corporation, of insurance against accident, sickness or death, pensions during old age, disability or unemployment, or retirement benefits.

SECTION I. From time to time to authorize and issue obligations of the Corporation, secured or unsecured, to include therein such covenants and restrictions and such provisions as to redeemability, subordination, convertibility or otherwise and with such maturities, as the Board in its sole discretion may determine, and to authorize the mortgaging of, granting a security interest in or pledging of, as security therefor, any part of all the property of the Corporation, real or personal, including after acquired property.

XII. TRANSACTIONS WITH RELATED PARTIES

No contract or other transaction between the Corporation and any other corporation in the absence of fraud, shall be effected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or is a Director or Officer of or are the directors or officers of such other corporation, and any director or directors, individually or jointly may be a party or parties to, or may be interested in any such contract or transaction of the Corporation with any person or persons, firm or corporation in the absence of fraud, shall be effected or invalidated by the fact that any Director or Directors of the Corporation is a party or are parties to be interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from thus

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contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be otherwise interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

XIII. CUMULATIVE VOTING

At all elections of Directors of the Corporation, each common shareholder shall be entitled to as many votes as shall equal the number of votes which (except for this provision) he would be entitled to cast for the election of Directors with respect to his shares, multiplied by the number of Directors to be elected, and he may cast all such votes for a single Director or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

XIV. PRE-EMPTIVE RIGHTS

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No shareholder of the Corporation shall have a pre-emptive right because of his shareholdings to have first offered to him any part of any of the presently authorized shares of the Corporation hereafter issued, optioned or sold, or any part of any debenture, bonds, notes or securities of the Corporation convertible into shares hereafter issued, optioned or sold by the Corporation. This provision shall operate to defeat rights in all shares and classes of shares now authorized and in all debentures, bonds, notes or securities of the Corporation which may be convertible into shares, and also to defeat pre-emptive rights in any and all shares and classes of shares and securities convertible into shares which the Corporation may be hereafter authorized to issue by any amended certificate duly filed. Thus, any and all shares of the

Corporation presently authorized, and any and all debentures, bonds, notes or securities of the Corporation which may be hereafter authorized, may at any time be issued, optioned and contracted for sale, sold and disposed of by the direction of the Board of Directors of the Corporation to such persons, and upon such terms and conditions as may to the Board of Directors seem proper and advisable, without first offering such shares or securities or any part thereof to existing shareholders.

XV. INDEBTEDNESS

The highest amount of indebtedness or liability to which this Corporation may at any time subject itself to is unlimited.

XVI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 100 Knoll Way, Jupiter, FL, 33477 and the name of the initial registered agent of this Corporation at that address is Keith Gliwa.

XVIII. EFFECTIVE DATE

The effective date of this Corporation shall be the date as filed in the Secretary of State's Office in Tallahassee, Florida.

IN WITNESS WHEREOF, We have made, subscribed and acknowledged these Articles of Incorporation at Boca Raton, Florida, this 17th day of July, 1995.


KEITH GLIWA


JOHN COOPER

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STATE OF FLORIDA }
COUNTY OF } 58:

ON THIS DAY, before me an officer duly authorized to administer oaths and take acknowledgments in the County and State aforesaid, personally appeared KEITH GLIHA, and JOHN COOPER who are personally known to me or who produced their driver's license as identification, who took an oath and who are well known to be the Incorporators described in and who executed the foregoing Articles of Incorporation of ALTERNATIVE SOLUTIONS, INC., and they executed the same as such Incorporators for the purposes therein expressed.

WITNESS my hand and official seal at Boca Raton, Florida, on this 17th day of July, 1995.

Sandra M. DeLeo
NOTARY PUBLIC

My Commission Expires:



OFFICIAL SEAL
SANDRA M. DELEO
My Commission Expires
Feb. 28, 1996
Comm. No. CC 176681

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Designation and Acceptance of Registered Agent

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is ALTERNATIVE SOLUTIONS OF PALM BEACH, INC.
2. The name of the registered agent is KEITH GLINA.
3. The address of the registered agent/registered office is: 100 Knoll Way, Jupiter, FL, 33477.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: 7/17/95

Keith Glin
KEITH GLINA

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