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C T CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, Florida 32301

City State Zip Phone  
904-222-1092

CORPORATION(S) NAME

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SECTION 1  
STATE OF FLORIDA

Weinstein Family Services, Inc.

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STATE OF FLORIDA  
ARTICLES OF INCORPORATION  
OF

WEINSTEIN FAMILY SERVICES, INC.

UNDER 607.0401 OF THE GENERAL CORPORATION ACT

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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THE UNDERSIGNED INCORPORATOR, being of the age of eighteen years or over, for the purpose of forming a corporation pursuant to Section 607.0401 of the Florida General Corporation Act, does hereby certify and adopt the following articles of incorporation:

- FIRST: The name of the corporation is Weinstein Family Services, Inc. (the "Corporation").
- SECOND: The address of the principal office and the mailing address of the Corporation is:
- 383 Street Road East  
Trevose, PA 19053
- THIRD: The street address of the initial registered office of the corporation is c/o CT Corporation System, 1200 South Pine Island Road, Plantation, FL 33324, and the name of its initial registered agent at such address is CT Corporation System.
- FOURTH: The period of duration of the Corporation is perpetual.
- FIFTH: The purpose for which the Corporation is organized is to engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.
- SIXTH: The aggregate number of shares which the corporation shall have the authority to issue is 11,000 shares, divided into two classes. The designation of each class of shares, the authorized number of shares of each class, and the par value of the shares of each class, are as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
Class A Common Stock	1,000	\$0.01
Class B Common Stock	10,000	\$0.01

SEVENTH: The relative rights, preferences and limitations of the shares of each class are as follows:

- (a) Each share of Class A Common Stock and each share of Class B Common Stock shall entitle the holder thereof to one vote on all matters submitted to a vote of the Corporation's shareholders.
- (b) The holders of Class A Common Stock shall not be entitled to receive dividends and shall have no right or entitlement to receive any distribution out of any earnings or cash flow of the Corporation.
- (c) The holders of Class B Stock shall have no restrictions upon right or entitlement to dividends or earnings or to any of the cash flow of the Company or otherwise out of any assets legally available therefor. Dividends may be paid on shares of Class B Common Stock as and when declared by the Board of Directors of the Corporation, out of any assets of the Corporation legally available for the payment of such dividends.

EIGHTH: The number of directors constituting the initial Board of Directors of this Corporation shall be six (6), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>Names</u>	<u>Addresses</u>
Lawrence J. Miller	16 Golfview Drive Ivyland, PA 18974
William R. Shane	17 Charles Lane Cherry Hill, NJ 08003
Raymond L. Loewen	7592 Lambeth Drive, Burnaby, B.C. Canada V5E 1Z5
A.M. Bruce Watson	12364 Gainesway Ridgewood, KY 41094

Joel Weinstein

17197 Whitehaven Drive  
Boca Raton, FL 33496

Norm Cutler

857 Stone Gate Drive  
Highland Park, IL 60035

NINTH: The name and address of the sole incorporator is  
John J. Altorelli, Esquire, c/o LeBoeuf, Lamb,  
Greene & MacRae, L.L.P., Goodwin Square, 225 Asylum  
Street, Hartford, CT 06103.

[THE REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, I have made and signed these  
Articles of Incorporation this 16th day of August, 1995 and I  
affirm the statements contained herein as true under penalties of  
perjury.



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John J. Altorelli, Sole Incorporator  
Leboeuf, Lamb, Greene & MacRae, L.L.P.  
225 Asylum Street, Goodwin Square  
Hartford, CT 06103  
(203) 293-3500

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 of the Florida Business  
Corporation Act, the following is submitted:

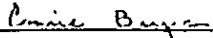
That, Weinstein Family Services, Inc., desiring to organize  
or qualify under the laws of the State of Florida, with its  
principal place of business at the Town of Trevoze, State of  
Pennsylvania, has named CT Corporation System, located at 1200  
Pine Island Road, Town of Plantation, State of Florida, as its  
agent to accept service of process within Florida.

  
\_\_\_\_\_  
John J. Altorelli, Esq.  
Sole Incorporator

August 16, 1995

Having been named to accept service of process for the  
above-stated corporation, at the place designated in this  
certificate, CT Corporation System hereby agrees to act in this  
capacity, and CT Corporation System further agrees to comply with  
the provisions of all statutes relative to the proper and  
complete performance of its duties.

CT Corporation System

  
\_\_\_\_\_  
BY: \_\_\_\_\_  
ITS: ANNIE BRYAN  
SPECIAL ASSISTANT SECRETARY

FILED  
95 AUG 16 PM 3:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA