995000066091

Document Number Only

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

PHC Merging Company

95 AUG 25 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(X) Profit - Articles ( ) NonProfit ( ) Limited Liability Company	( ) Amendment	(X) Merger
( ) Foreign	( ) Dissolution/Withdrawal	( ) Mark
( ) Limited Partnership ( ) Reinstatement	( ) Annual Report ( ) Reservation	( ) Other ( ) Change of R.A. ( ) Fictitious Name
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PHC MERGING COMPANY

TO THE SECRETARY OF STATE OF THE STATE OF FLORIDA:

Pursuant to the Florida Business Corporation Act, the undersigned, as incorporator of a corporation, adopts the following Articles of Incorporation for the corporation.

1. The name of the corporation is PHC Merging Company

2. The corporation's street and mailing address is:

c/o Betty Creighton
711 High Street
Des Moines, IA 50392.

3. The number of shares the corporation is authorized to issue is One Thousand (1,000) shares of common stock with $1.00 par value.

4. The street address of the corporation's initial registered office in Florida and the name of its initial registered agent at that office is:

C T Corporation System
1200 South Pine Island Road
Plantation, FL 33324

5. The name and address of the incorporator is:

Mary L. Bricker
711 High Street
Des Moines, IA 50392

6. The names and addresses of the initial board of directors of the corporation are:

Robert J. Mrizek
1801 Rockville Pike
Suite 601
Rockville, MD 20852

Thomas J. Graf
711 High Street
Des Moines, IA 50392

Kenneth J. Linde
1801 Rockville Pike
Suite 601
Rockville, MD 20852

7. The directors of the corporation shall incur no personal liability to the corporation or its shareholders for monetary damages for any breach of fiduciary duty as directors, provided, however, that the directors of the corporation shall continue to be subject to liability (i) for any breach of their duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act, or (iv) for any transactions from which the directors derive improper personal benefit.

Dated this 24th day of August, 1995.

Mary L. Bucker

Mary L. Bucker, Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO RECEIVE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE PROVISIONS, 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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

CT CORPORATION SYSTEM

Date: 8/23/95

BY: Connie Bryan

CONNIE BRYAN, SPECIAL ASSISTANT SECRETARY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

PHC MERGING COMPANY, A FLORIDA CORPORATION, P95000066091

INTO

THE A[illegible]MAR GROUP, INC., a Florida corporation, H64252

File date: March 5, 1996

Corporate Specialist: Nancy Hendricks