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July 3, 1996

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

500001886225
-07/08/96--01049--011
****122.50 ****122.50

RE: Proposed Corporation: WorkCare Southeast, Inc.

Gentlemen:

Enclosed is an original and one (1) copy of the articles of incorporation and a check in the amount of \$122.50 for the following fees:

\$35.00	Filing Fee
\$35.00	Designation of Registered Agent
\$52.50	Certified Copy
\$122.50	Total

From: Douglas A. Mang
660 East Jefferson
Tallahassee, FL 32301
222-7710

DAM/wds

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUL - 8 PM 4:12

RECEIVED
96 JUL - 8 PM 12:11
DIVISION OF CORPORATION

W96-14237
C34

SAS
7/8/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 8, 1996

DOUGLAS A. MANG, ESQ.
660 E. JEFFERSON ST.
TALLAHASSEE, FL 32301

SUBJECT: WORKCARE SOUTHEAST, INC.
Ref. Number: W96000014237

We have received your document for WORKCARE SOUTHEAST, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Sheldon Bream
Document Specialist

Letter Number: 096A00033169

ARTICLES OF INCORPORATION
OF
WORKCARE SOUTHEAST, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -8 PM 4:12

The undersigned natural person, acting hereby as Incorporator for the purposes of forming a corporation for profit under the provisions of the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME AND ADDRESS

The name of the corporation (hereinafter referred to as the "Corporation") shall be:

WorkCare Southeast, Inc.

The mailing address of the corporation shall be:

660 East Jefferson Street
Tallahassee, Florida 32301

ARTICLE II. DURATION

The duration of the corporation shall be perpetual.

ARTICLE III. PURPOSE

The purpose or purposes for which this Corporation is formed are:

1. To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
2. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE IV. CAPITAL STOCK

The number of shares which the corporation is initially authorized to issue shall be 1,000 shares. Such shares shall be of a single class of common stock only, and shall have a par value of \$.01 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office shall be 660 East Jefferson Street, Tallahassee, FL 32302, and the name of its registered agent at that address shall be Douglas A. Mang, Esq.

ARTICLE VI. INCORPORATOR

The name and address of the Incorporator, who is a citizen of the United States, is:

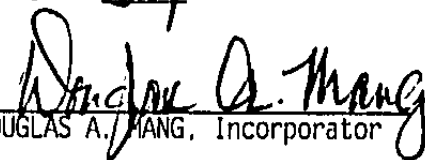
Douglas A. Mang, Esq.
660 East Jefferson Street
Tallahassee, FL 32302

ARTICLE VII. DIRECTORS

The Corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
William F. Galtney	820 Gessner, Suite 1000 Houston, TX 77024-9519
Michael D. Nadler	820 Gessner, Suite 1000 Houston, TX 77024-9519

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 8th day of July, 1996.


DOUGLAS A. MANG, Incorporator

STATE OF FLORIDA
COUNTY OF LEON

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared Douglas A. Mang, known to me to be the party who subscribed to and executed the foregoing Articles of Incorporation of WorkCare Southeast, Inc. and acknowledged that he executed the same, as his voluntary act, deed and agreement for the purposes therein expressed.

WITNESS my hand and official seal in the county and state aforesaid on this 8th day of July, 1996.



WILLIE DAY SELF
My Commission CC427248
Expires Dec. 18, 1998


Notary Public
My Commission Expires:

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -8 PM 4:12

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: WorkCare Southeast, Inc.
2. The name and address of the registered agent is:

Douglas A. Mang
660 East Jefferson
Tallahassee, FL 32301

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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:

July 8, 1996

By:

Douglas A. Mang