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July 26, 1996

VIA FEDERAL EXPRESS

Secretary of State
State of Florida
409 E. Gaines Street
Tallahassee, FL 32301

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-07/30/96--01044--019
*****70.00 *****70.00

RE: FILING ARTICLES OF VISION QUEST OF AMERICA, INC.

Dear Sir:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for the above corporation to be filed together with the requisite fee of \$70.00. Please return a file-stamped copy to the undersigned VIA THE FEDERAL EXPRESS PACKAGE WHICH IS BEING PAID BY THE UNDERSIGNED. URGENT THAT FILED COPIES BE EXPEDITED TO UNDERSIGNED.

If you have any questions, please do not hesitate to contact this office.

Sincerely,


Dominique C. Rihs

Enclosures : Articles & \$70.00
OCR: Transmit.LSS 407-488-9000

ML 7-30-96

ARTICLES OF INCORPORATION
OF
VISION QUEST OF AMERICA, INC.

These Articles of Incorporation are made and subscribed for the purposes of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

ARTICLE I - NAME

The name of this corporation is:

VISION QUEST OF AMERICA, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of this State.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of common stock, par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2920 West Knights Avenue, Tampa, FL 33611, and the name of the initial Registered Agent of this Corporation at that address is SIMON D. REYNOLDS.

ARTICLE V - CORPORATION'S PRINCIPAL OFFICE

This corporation's principal office and mailing address are:
2920 West Knights Avenue, Tampa, FL 33611.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to

time, by Bylaws adopted by the stockholders, but shall never be less than one. The name and address of the initial Board of Directors of the corporation is:

SIMON D. REYNOLDS
2920 West Knights Avenue
Tampa, FL 33611

DAVID M. KING
7495 Mill Pond
Naples, FL 34109

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

SIMON D. REYNOLDS
2920 West Knights Ave
Tampa, FL 33611

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the shareholders and action must be approved by a majority vote of the shareholders.


ARTICLE IX - DURATION

The existence of this corporation shall commence on the date of subscription and acknowledgment of these Articles, and shall be perpetual.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26th day of July, 1996.



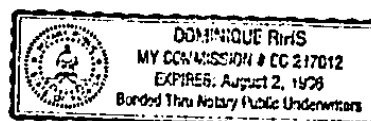
SIMON D. REYNOLDS, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 26th day of July, 1996, by SIMON D. REYNOLDS on behalf of the corporation. He is personally known to me and did not take an oath.



Notary Public, Dominique C. Rihs
My Commission expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
VISION QUEST OF AMERICA, INC.
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First--That VISION QUEST OF AMERICA, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of TAMPA, County of Hillsborough, State of Florida, has named SIMON D. REYNOLDS located at 2920 West Knights Avenue, Tampa, FL 33611, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


SIMON D. REYNOLDS, Resident Agent

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 26th day of July, 1996, by SIMON D. REYNOLDS, on behalf of the corporation. He is personally known to me and did not take an oath.


NOTARY PUBLIC, Dominique C. Rihs
My Commission expires:

