

P960000095438

International Care Management Corp.
25 Second Street North, Suite #340
St. Petersburg, Florida 33701
Telephone (813) 894-5333 or Fax (813) 895-6515

November 14, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

200002008652--4
-11/19/96--01154--006
*****70.00 *****70.00

Re: Articles of Incorporation
Guardian Properties, Inc.

To Whom It May Concern:

Enclosed are original Articles of Incorporation and Certificate of Designation-Registered Agent/Registered Office for a new corporation, Guardian Properties, Inc. Also enclosed is a money order for \$70.00 which covers the \$35.00 filing fee and \$35.00 registered agent designation.

Sincerely,

Natalie W. Jones

Natalie W. Jones
Paralegal

/nj
Enclosures

cc: Elizabeth Hutton
Michael R. VanButsel

GuardianVrtInc.Ltr

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

g 11/22/96

**ARTICLES OF INCORPORATION
OF
GUARDIAN PROPERTIES, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator(s) to these Articles of Incorporation, does hereby adopt the following Articles of Incorporation under the laws of the State of Florida.

ARTICLE I - NAME. The name of this Corporation is Guardian Properties, Inc.

ARTICLE II - DURATION. This Corporation shall have perpetual existence unless dissolved according to law.

ARTICLE III - BUSINESS. This Corporation is organized for the purpose of transacting any and all lawful business or businesses permitted to any corporation under the laws of the State of Florida pursuant to the Florida General Corporation Act.

ARTICLE IV - PRINCIPAL OFFICE. The street address of the principal office of the Corporation is 25 Second Street North, Suite 360, St. Petersburg, Florida 33701, which shall also serve as the mailing address of the Corporation.

ARTICLE V - CAPITAL STOCK. The capital stock of this Corporation shall consist of one (1) class to be known as common voting stock. The maximum number of shares of stock authorized to be issued by this Corporation is five hundred (500) shares of capital stock of the par value of One Dollar (\$1.00) each, all of which shall have the same rights and privileges.

ARTICLE VI - PREEMPTIVE RIGHTS. The stockholders of this Corporation shall be entitled to purchase ratably according to their respective holdings, any shares of the Corporation hereinafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or

otherwise acquire such shares, but in either case only at such prices and during such period or periods and upon such terms and conditions as may be determined from time to time by the Board of Directors.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial registered office of this Corporation is One Progress Plaza, Barnett Tower, Suite 2300, 200 Central Avenue, St. Petersburg, Florida 33701, and the name of the individual registered agent of this Corporation at that address is Roy G. Harrell. The Corporation shall have the privilege of establishing such other branch offices in any other location or any other city or town in this state or any other state or country, as may be approved by its Board of Directors.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS. This Corporation shall have two (2) directors initially. The number of Directors may be either increased or diminished from time to time in accordance with the bylaws, but shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

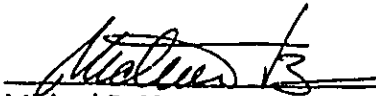
| | |
|------------------|--|
| Elizabeth Hutton | 25 Second Street North, Suite 360 St. Petersburg, Florida 33701 |
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| Michael R. VanButsel | 25 Second Street North, Suite 360 St. Petersburg, Florida 33701 |
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ARTICLE IX - INDEMNIFICATION. The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

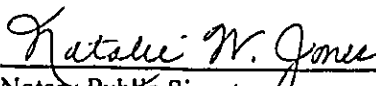
ARTICLE X - INCORPORATOR. The name and address of the persons signing these Articles of Incorporation is Michael R. VanButsel, 25 Second Street North, Suite 360, St. Petersburg, Florida 33701.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation this 14th day of NOVEMBER, 1996.

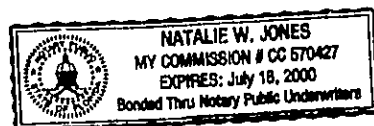

Michael R. VanButsel, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 14th day of November,
1996, by Michael R. VanButsel, who is personally known to me or produced identification (type
of identification produced: _____).


Notary Public Signature
Print Name: Natalie W. Jones

My Commission Expires:



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, 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 Guardian Properties, Inc.
2. The name and address of the registered agent and office is:

Roy G. Harrell
One Progress Plaza
Barnett Tower, Suite 2300
200 Central Avenue
St. Petersburg, FL 33701

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 pursuant to Section 607.0505, Florida Statutes.

R. G. Harrell
Signature

Oct 24, 1996
Date