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December 23, 1996

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

Re: Incorporation of Family Mediation of South Florida, Inc.

Gentlemen:

Enclosed are the Articles of Incorporation (2 copies) and a check in the amount of \$122.50 for the filing fee for the incorporation of Family Mediation of South Florida, Inc., effective January 1, 1997.

If you need any additional information, please do not hesitate to contact me.

Sincerely,

Lawrence E. DeBrunner
Lawrence E. DeBrunner

LED\sj

Encl. (3)

17/30

FILED
96 DEC 23 AM 9:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
FAMILY MEDIATION OF SOUTH FLORIDA, INC.

FILED
96 DEC 23 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FL 32301

ARTICLE I. NAME

The name of this Corporation shall be Family Mediation of South Florida, Inc., whose mailing address is 2499 Glades Road, #202, Boca Raton, FL 33431.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Department of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of court certified family mediator engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 100 common par value shares of common stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation

of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rate share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

Articles of Incorporation of Family Mediation of South Florida, Inc.

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board of Directors are:

Lawrence E. DeBrunner, 2499 Glades Road, #202
Boca Raton, FL 33431.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:

2499 Glades Road, #202, Boca Raton, FL 33431.

The name of the individual who shall serve as this corporation's

Articles of Incorporation of Family Mediation of South Florida, Inc.

initial registered agent is:

Lawrence E. DeBrunner.

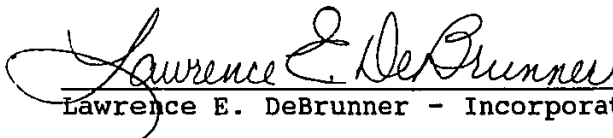
ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is:

Lawrence E. DeBrunner, 2499 Glades Road, #202
Boca Raton, FL 33431.


ARTICLE XI. AMENDMENT

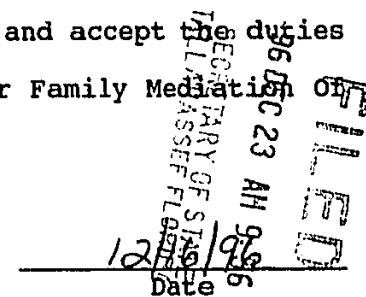
This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


Lawrence E. DeBrunner - Incorporator

12/16/96
Date

I hereby accept my designation as resident agent and agree to serve as the resident agent of Family Mediation Of South Florida, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Family Mediation Of South Florida, Inc.


Lawrence E. DeBrunner - Registered Agent


12/16/96
Date