



April 8, 1997

DELIVERY VIA UPS OVERNIGHT MAIL

Department of State
Division of Corporations
409 East Gaines St.
Tallahassee, FL 32399

100002138041--4
-04/09/97--01092--005
***122.50 ***122.50

Re: VOCA Corporation of Florida

Dear Sir or Madam:

Enclosed are the original Articles of Incorporation and the Certificate of Designation of Registered Agent/Registered Office for VOCA Corporation of Florida. Also enclosed is VOCA Corporation's check number 56357 in the amount of One Hundred Twenty-Two Dollars Fifty Cents (122.50) in payment of the filing fee. Please return a certified copy of the Articles to me in the enclosed, self-addressed, stamped envelope.

Please call me if you have any questions. Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in cursive script that reads 'Anne M. Sturtz'.

Anne M. Sturtz
General Counsel

AMS:khh
Enclosures

APR 9 1997, BSB

FILED
97 APR -9 PM 3:57
TALLAHASSEE, FLORIDA
STATE DEPT. OF STATE

**ARTICLES OF INCORPORATION
OF
VOCA CORPORATION OF FLORIDA**

FILED
97 APR -9 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be VOCA Corporation of Florida.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 5555 Parkcenter Circle, Suite 200, Dublin, Ohio 43017.

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000.

ARTICLE IV - INITIAL REGISTERED AGENT & ADDRESS

The name and address of the initial registered agent is:

HIQ Corporate Services, Inc.
526 East Park Avenue, Suite 200
Tallahassee, Florida 32301

ARTICLE V - PURPOSE

The purpose or purposes for which the corporation is formed are to engage in any lawful act or activity for which a corporation may be formed under Chapter 607 of the Florida statutes.

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Anne M. Sturtz
5555 Parkcenter Circle, Suite 200
Dublin, Ohio 43017

The undersigned incorporator has executed these Articles of Incorporation this 8th day
of April, 1997.

Anne M. Sturtz
Anne M. Sturtz

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

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: VOCA Corporation of Florida

2. The name and address of the registered agent and office is :

HIQ CORPORATE SERVICES, INC.
526 EAST PARK AVENUE
SUITE 200
TALLAHASSEE FLORIDA 32301

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TALLAHASSEE, FLORIDA
STATE

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.

HIQ CORPORATE SERVICES, INC.

By: Roxanne D. Moniodis

Roxanne D. Moniodis, Secretary

3/24/97
Date