

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

K.R. APR - 9 1997

REQUEST TAKEN CONFIRMED APPROVED

DATE 4/9/97

TIME 12:00 CK No. _____

BY CW

WALK-IN
Will Pick Up _____RE: Pathways of Boynton
Fench, Inc.C.C. FEE DISBURSED
Capital Records File
Art. of Amend. File
Corp. Record Search
Ltd. Partnership
Foreign Corp. File
() Cert. Copy(s)Art. of Amend. File
Dissolution/Withdrawal
C U S-
Fictitious Name FileName Reservation
Annual Report/Reinstatement
Reg. Agent Service
Document FilingCorporate Kit
Vehicle Search
Driving Record
Document RetrievalUCC 1 or 3 File
UCC 11 Search
UCC 11 Retrieval
File No.'s, Copies
Courier Service
Shipping/Handling
Phone ()
Top Priority
Express Mail Prep.
FAX () pgs.

SUBTOTALS

FEE.....\$
DISBURSED.....\$
SURCHARGE.....\$
TAX on corporate supplies.....\$
SUBTOTAL.....\$
PREPAID.....\$
BALANCE DUE.....\$Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.THANK YOU
from
Your Capital Connection

Articles of Incorporation
of
PATHWAYS OF BOYNTON BEACH, INC.
a Florida corporation

97 APR -9 PM 4: 24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

Article 1 - Name

The name of the corporation is PATHWAYS OF BOYNTON BEACH, INC.

Article 2 - Mailing Address and Principal Office

The principal office and mailing address of the corporation shall be:

c/o Law Offices of Raul J. Sanchez de Varona, P.A.
1333 South Miami Avenue
Suite 303
Miami, Florida 33130

Article 3 - Duration and Commencement of Existence

The period of its duration is perpetual and its existence shall commence upon the filing of these articles.

Article 4 - Purpose

The purpose of the corporation is to transact any and all lawful business.

Article 5 - Capital Stock

The corporation is authorized to issue 1,000 shares, nor par-value, all of one class.

Article 6 - Initial Registered Agent and Office

The initial registered agent of the corporation shall be Raul J. Sanchez de Varona, with an address of 1333 South Miami Avenue, Suite 100, Miami, Florida 33130. The initial registered office of the corporation shall be 1333 South Miami Avenue, Suite 100, Miami, Florida 33130.

Article 7 - Initial Board of Directors

The initial Board of Directors shall consist of two members. The initial directors and their addresses are MaryAnn Barnett and Trish Macejko, 1323 Florencedale Avenue, Youngstown, Ohio 44505.

Article 8 - By-Laws

The corporation may adopt its by-laws at such time as determined by the Board of Directors.

Article 9 - Indemnification

The corporation may indemnify its officers and directors for any acts whatsoever.

Article 10 - Amendment of Articles

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 7th day of April, 1997.



Raul J. Sanchez de Varona
Incorporator

Certificate of Registered Agent

of

PATHWAYS OF BOYNTON BEACH, INC.

a Florida Corporation

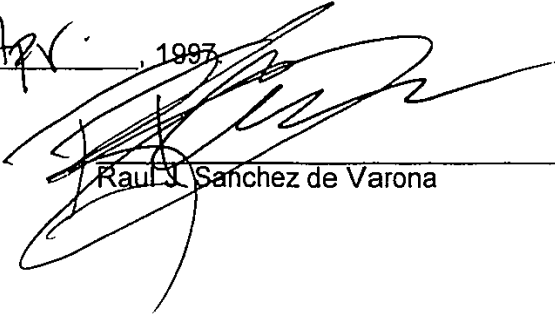
Pursuant to Chapter 607 of the Florida Statutes, the following is submitted in compliance with the Act:

That PATHWAYS OF BOYNTON BEACH, 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 Miami, County of Dade, State of Florida, has named Raul J. Sanchez de Varona, of 1333 South Miami Avenue, Suite 100, Miami, Florida 33130, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

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

Dated this 22nd day of Apr., 1997.


Raul J. Sanchez de Varona

97 APR -9 PM 4:24
FBI