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REISS, HILLMAN & REISS

Altonoys at Law

203 E. HILLCREST STREET ORLANDO, FLORIDA 32801 (407) 841-9051 FAX (407) 841-3817

HOWARD S. REISS RANDY HILLMAN ADAM B. REISS

April 29, 1997

REPLY To:
Post Office Box 2308
Orlando, Florida 32802

Secretary of State Division of Corporations Department of State Post Office Box 6327 Tallahassee, Florida 32314 900002162279--1 -05/01/97--01091--001 ****122.50 ****122.50

Re: Disability Management Specialists, Inc.

Dear Sir/Madam:

Please find enclosed the original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$122.50 to cover the cost of filing the enclosed Articles of Incorporation.

After the enclosed is filed, please forward a certified copy to me as the corporation's attorney.

Very truly yours

Randy Hillman

RH/mw Enclosures

97 HAY -1 PH 3: 10

SECRETARY UF STATE
AND ANSSET FIGRIDA

ARTICLES OF INCORPORATION

FILED

97 MAY - 1 PM 3: 11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

DISABILITY MANAGEMENT SPECIALISTS, INC.

ARTICLE I

CORPORATE NAME

The name of the corporation is DISABILITY MANAGEMENT SPECIALISTS, INC.

ARTICLE II

NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the United States and Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 7500 shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE V

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be:

Randy Hillman 203 E. Hillcrest Street Orlando, Florida 32801

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have one Director initially. The number of Directors may be increased or diminished from time to time as provided by the bylaws adopted by the Directors, but shall never be less than one.

ARTICLE VII

PRINCIPAL OFFICE OF CORPORATION

The location of the principal office of the corporation shall be:

1384 Deer Lake Circle Apopka, Florida 32712

ARTICLE VIII

INITIAL DIRECTOR

The name of the Initial Director of this Corporation and her street address is:

PATRICIA MEIFERT 1384 Deer Lake Circle Apopka, Florida 32712

The person named as the Initial Director shall hold office for the first year of existence of this Corporation or until her successor is elected or appointed and has qualified, whichever first occurs.

ARTICLE IX

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

PATRICIA MEIFERT 1384 Deer Lake Circle Apopka, Florida 32712

ARTICLE X

PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase his or her pro rata share of any unissued or treasury shares of the corporation of the same kind, class or series as that which he or

she already holds, and any securities of the corporation convertible into or carrying a right to acquire shares of any such unissued or treasury shares at the price at which it is offered to others.

ARTICLE XI

AMENDMENT

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24^{44} day of Optil, 1997.

Patricia Meifert
PATRICIA MEIFERT

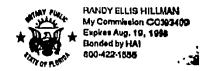
STATE OF FLORIDA) COUNTY OF ORANGE)

The foregoing Articles of Incorporation of DISABILITY MANAGEMENT SPECIALISTS, INC., acknowledged before me this 24h day of april , 1997, by PATRICIA MEIFERT, Incorporator, who is personally known to me or who has produced as identification:

| DRIVERS LICENSE and who are / did not take an oath.

NOTARY HUBLIC

My Commission Expires:



Acceptance of Service

Having been named to accept service of process for DISABILITY MANAGEMENT SPECIALISTS, INC., at the place designated in the Articles of Incorporation, RANDY HILLMAN agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

RANDY HILLMAN

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