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September 4, 1997

Florida Department of State
Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

Re: Functional Solutions, Inc.

Dear Sir/Madam:

Enclosed hereto please find Articles of Incorporation for the above reference company, and a check in the amount of \$122.50 for the filing of the same.

If you have any questions, please do not hesitate to call our office.

Cordially,



Magda Robles
Office Manager

Encl.

FILED
97 SEP -8 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FUNCTIONAL SOLUTIONS, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be:

FUNCTIONAL SOLUTIONS, INC.

ARTICLE II PLACE OF BUSINESS

The principal place of business of this corporation shall be 17050 Bosley Dr., Spring Hill, Florida 34610.

ARTICLE III NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States or the State of Florida.

ARTICLE IV CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,000 shares of common stock having \$1.00 par value per share.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be 2150 Mariner Blvd., Spring Hill, Florida 34609, and the initial registered agent of this Corporation at such office shall be Rafael A. Robles, Esq. who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping open for service of process.

ARTICLE VI
TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VII
PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase from any other stockholder willing to sell his/her stocks, at prices, terms and conditions that shall be fixed by the Board of Directors on an annual basis, and if no such determination as to value is reached by the board, at the prices set by an independent appraiser by the Board of Directors.

Upon death of stockholder the surviving stockholders shall have preemptive rights and/or first option to purchase the stocks from the estate of the decedent pursuant to the prices, terms and conditions determined by the procedure established hereinabove.

In the alternative, the corporation shall purchase life insurance policies on behalf of the stockholders and upon the death of a stockholder, the proceeds of said insurance policy payable to the designated beneficiaries will be deemed to be sufficient payment for the common stocks shares of the deceased shareholder and his/her estate shall, through its personal representative, executor, trustee or known legal heirs, surrender to the corporation the descendant's certificates.

ARTICLE VIII
SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE IX
INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of two members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one. The names and addresses of the directors constituting the initial Board of Directors are:

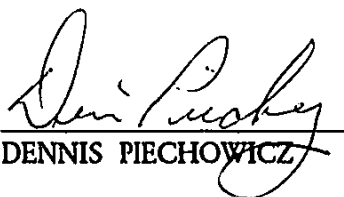
<u>NAME</u>	<u>ADDRESS</u>
JUDITH FOLDE	17050 Bosley Dr., Spring Hill, Fl 34610
DENNIS PIECHOWICZ	17050 Bosley Dr., Spring Hill, Fl 34610

**ARTICLE X
INCORPORATORS**

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

<u>NAME</u>	<u>ADDRESS</u>
Dennis Piechowicz	17050 Bosley Dr., Spring Hill, Fl 34610

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on
this 28th day of August, 1997.


DENNIS PIECHOWICZ

**STATE OF FLORIDA
COUNTY OF HERNANDO**

The foregoing Articles of Incorporation of Functional Solutions, Inc. were acknowledged before me this 28th day of August, 1997 by Dennis Piechowicz, who has produced Fl. Driver License as identification and who did not take oath.



Brenda Hill
My Commission CC836909
Expires April 08, 2001


NOTARY PUBLIC

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Functional Solutions, Inc. at the place designated in the Articles of Incorporation, Rafael A. Robles, Esq., agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

At Hernando County, Florida, this 28th day of August, 1997.


RAFAEL A. ROBLES, ESQ.

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97 SEP -8 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA