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SWEETING, HALBERT & COLLETON, P.A.
ATTORNEYS AT LAW

April 21, 1998

James Sweeting, III
Stanley E. Halbert
Larry H. Colleton

*Admitted to Florida
Georgia Bar and
South Carolina Bar

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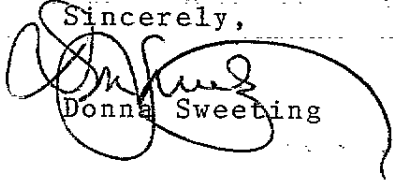
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Ms. Batten:

Please find enclosed the revised document in reference
to DLS Consultants.

If further information is needed, please do not hesitate
to contact our office.

Sincerely,


Donna Sweeting

Melanie J. Westfield
Paralegal

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**ARTICLES OF INCORPORATION OF
DLS CONSULTANTS, INC.
A FLORIDA CONSULTING CORPORATION**

The undersigned, all of whom are natural persons, desiring to form a corporation in accordance with the Florida Business Corporation Act, adopt the following Articles of Incorporation.

I. NAME

The name of the corporation is:

DLS CONSULTANTS, INC.

II. PURPOSE

The purpose for which the Corporation is organized is to engage in and carry on all lawful activities within the State of Florida, and to do those things that are necessary or proper in connection with corporations organized and existing under the laws of Florida, including but not limited to the following:

(a) To provide consulting and program development services to entities engaged in the provision, development, operation and maintenance of programs targeted toward youth services.

(b) To enter into and make all necessary contracts for the conduct of its business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel and rescind those contracts.

(c) To borrow or raise money reasonably required in the conduct of its affairs and in connection with any proper business activity in which the Corporation may be engaged, and to execute and deliver any instruments that may be necessary to evidence the borrowing.

(d) To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals, firms, corporations, or entities, and to become a shareholder in any corporation for profit, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or other entity.

(e) To carry on any other business in connection with an incidental to any of the foregoing business, transactions, and dealings, and to do any other act legal under the laws of the State of Florida with all the powers conferred on corporations by the laws of the State of Florida.

(f) To invest the funds of the Corporation in real properties, mortgages, bonds, or any other types of investments, and while the owner or holder of any such real properties, mortgages,

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stocks, bonds, or other type of investments, to receive, collect, reinvest and dispose of the interest, dividends, and income arising from such property, and to possess and exercise in respect thereof all rights, powers, and privileges of ownership, including all voting powers of any stocks so owned.

(g) To establish and carry out pension, profit-sharing, share-bonus, share-purchase, incentive and benefit plans, trusts, and provisions for the directors, officers, and employees of the Corporation.

(h) To restrict the manner in which, and the persons to whom, its capital stock shall be issued or transferred, and to enact bylaws to put these restrictions into effect.

(I) To do everything necessary, proper, advisable or convenient to accomplish the purposes, attain the objectives, or further the powers that are set forth in these Articles of Incorporation and that are incidental to, pertaining to, or growing out of its professional business or that arise otherwise, and at all times comply with the provisions of the professional Service Corporation as presently enacted and as may be amended or suspended by any other statute.

III. DURATION

The term of existence of the Corporation is perpetual.

IV. REGISTERED OFFICE

The address of the Corporation's initial registered office in this State is;

**1711 Canoe Creek Road
Oviedo, Florida 32766**

The initial registered agent at the registered office is:

DAVID L. SMITH

V. PRINCIPAL OFFICE

The mailing address of the initial principal office of the Corporation is:

**1711 Canoe Creek Road
Oviedo, Florida 32766**

VI. INCORPORATORS

The name and address of each incorporator is:

Name	Address
DAVID L. SMITH	1711 Canoe Creek Road Oviedo, Florida 32766

VIII. SHARE STRUCTURE

Number and Type

9.1 The maximum number of shares that the Corporation is authorized to have outstanding is forty (40) shares of common stock having no par value.

Restrictions on Issuance and Transfer

9.2 No share of stock of this Corporation shall be issued or transferred to any person who is not already a shareholder, incorporator, or director of the Corporation, without providing the existing shareholders, incorporators, or directors, the right of first refusal at a par value set by the Board of Directors.

Authority of Board of Directors

9.3 Shares without par value may be issued pursuant to subscriptions taken by the incorporators for any consideration that may be specified by the incorporators, and after organization shares without par value may be issued on such consideration as may be fixed by the Board of Directors. The Board, in its discretion, may fix different amounts or kinds of consideration for the issuance of shares without par value, whether issued at the same time or at different times. Any and all shares without par value, the consideration for which has been fixed by the incorporators or the Board of Directors and has been paid or delivered, shall be fully paid and non-assessable.

Dividends

9.4 The Board of Directors is authorized to fix and determine whether any, and if any, what part, of the surplus, however created or arising, shall be used, declared in dividends, or paid to shareholders without action by the shareholders, to the use or surplus, or any part thereof, as is permitted by corporate law, for the purchase or acquisition of shares, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness or other securities of the Corporation.

Shareholder's Actions

9.5 To the extent permissible under the laws of the State of Florida, consent by vote or otherwise

of the holders of shares (of any class entitled to vote on that action) entitling them to exercise a majority of the voting power of the Corporation shall be sufficient to sustain any action to be taken by the shareholders of the Corporation, and in cases where any class shall be required by the laws of the State of Florida to consent separately as a class, consent by vote or otherwise of the holders of a majority of the shares of that class shall be sufficient to sustain any action to be taken by the shareholders of that class.

IX. STATED CAPITAL

The amount of capital with which the Corporation shall begin business is ten (\$10.00).

X. AMENDMENT OF ARTICLES

The Corporation reserves the right at any time, and from time to time, to amend these Articles of Incorporation in the manner now or hereafter permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation (or such greater number as may then be required by statute), shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

XI. INTERESTED DIRECTORS AND OFFICERS

A director or officer of the Corporation shall not be disqualified from office solely because the director or officer dealt or contracted with the Corporation as a vendor, purchaser, employee, agent or otherwise. No act of the Corporation shall be void or voidable by reason of the fact that any director or officer of this Corporation is also a member of a firm; an officer, director, shareholder or trustee of a corporation; a trustee or beneficiary of a trust; or otherwise connected with any other enterprise that is in any way interested in the act. The fact that the director or officer, or that the firm, corporation, trust, or other entity is interested shall be disclosed to the members of the board present at any meeting of the board of Directors at which action on the transaction is taken. The transaction must be authorized by an affirmative vote of the majority of the directors who may have no direct or indirect interest in the transaction. Any interested director may be counted in determining the existence of a quorum at any meeting of the Board of Directors that authorizes or takes actions in respect to any such transaction. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause, or proceeding, the question of whether a statute or rule of law or equity to the contrary, his or her good faith shall be presumed, in the absence of clear and convincing evidence of proof of the contrary.

XII. INDEMNIFICATION

Right to indemnification

13.1 To the extent the law permits, the Corporation shall indemnify each of its officers, directors, and employees, whether or not then in office, and his or her heirs and legal representatives, against all expenses, judgments, decrees, fines, penalties, or other amounts actually and reasonably incurred, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs, and any other costs of a similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until the Board of Directors consisting of the Directors who were not parties to such action, has determined by a majority of the directors who were not parties to such action, that the officer, director, or employee:

(a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation.

(b) Acted in good faith in what he or she reasonably believed to be in the best interest of the Corporation; and

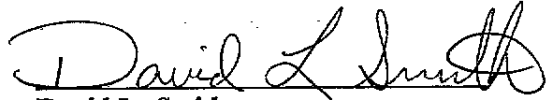
(c) In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

Written Demand for Indemnification

13.2 Any officer, director or employee who is entitled to indemnification from the Corporation may make a written demand on the board of Directors, by serving the written demand on the president or the Secretary (unless the President and the Secretary are both making the demand, in which case service may be made on any other officer of the Corporation). If the Board of Directors does not, within fifteen (15) days after service of the written demand, determine that the officer, director or employee is entitled to indemnification, the officer, director, or employee may within sixty 9600 days following date of service of the demand, apply to a court of general jurisdiction in the county in which the Corporation maintains its principal office, to consider the matters referred to in Subparagraphs (a), (b), and (c) of paragraph 13.1. If the Court determines that the conduct of the officer, director, employee was such as to meet the requirements in the subparagraphs, the court shall order the Corporation to indemnify the officer, director, or employee to the same extent as if the board of Directors and originally made the determination.

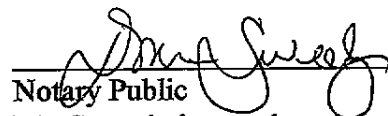
IN WITNESS WHEREOF, the undersigned incorporator(s) have executed these Articles of

Incorporation on April 6, 1998.


David L. Smith

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 6th day of April, 1998 by David L. Smith, as incorporator of DLS CONSULTANTS, INC. a corporation on behalf of the corporation. He has produced personally known as identification and did not take an oath.


Notary Public
My Commission expires:


DONNA SWEETING
Notary Public, State of Florida
My Comm. Expires June 30, 1999
Comm. No. CC474706

**CERTIFICATE OF DESIGNATION
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 agent, in the State of Florida.

1. The name of the corporation is: **DLS CONSULTANTS, INC.**
2. The name and address of the registered agent and office is;

**David L. Smith
1711 Canoe Creek Road
Oviedo, Florida 32766**

Signature: 

Title: **CHIEF EXECUTIVE OFFICER**

Date: April 6, 1998

**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.**

Signature: 

Date: April 6, 1998

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