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August 5, 1998

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: JUDI CARES, INC.

Dear Sir/Madam:

Enclosed are an original plus one copy of the Articles of Incorporation for Judi Cares, inc. Also enclosed is a check in the sum of \$122.50 and a stamped, self-addressed for return of the certified copy.

Thank you.

Very truly yours,

Gloria L. Latoski
Gloria L. Latoski
Legal Assistant

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 AUG -7 AM 11:38

FILED

/gl
Enclosures

AUG 12 1998
[Signature]

**ARTICLES OF INCORPORATION
OF
JUDI CARES, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of a Florida corporation under the Florida General Corporation Act, Chapter 607, Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is JUDI CARES, INC. and the principal address for the corporation is 1219 Eola Street, Orlando, Florida 32806.

ARTICLE II. DURATION

The corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III. PURPOSE

The corporation is organized for the purposes of transacting any and all lawful business for which corporations may be incorporated in the State of Florida.

ARTICLE IV. CAPITAL STOCK

The corporation is authorized to issue:

7,500 shares of common stock at par value of \$1.00 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 237 Lookout Place, Suite 100, Maitland, Florida 32751 and the name of the initial registered agent for the corporation at the address is Aldo Icardi.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially, who shall manage the corporation until such time as shares of stock in the corporation are duly issued. The name and address of the initial director of the corporation is:

Judith A. Icardi
1219 Eola Street
Orlando, Florida 32806

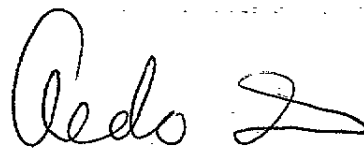
ARTICLE VII. INCORPORATOR

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

Aldo Icardi
Post Office Box 1656
Maitland, Florida 32794-1656

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this

5th day of August, 1998.



INCORPORATOR

**STATE OF FLORIDA
COUNTY OF ORANGE**

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County stated above, personally appeared Aldo Icardi, who is personally known to me and known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 5th day of August, 1998.

Gloria L. Latoski
NOTARY PUBLIC
My Commission Expires:



GLORIA L. LATOSKI
My Commission CC435952
Expires Mar 02, 1999
Bonded by HAI
800-422-1555

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Section 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that **JUDI CARES, INC.** desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at the City of Orlando, County of Orange, State of Florida, has named Aldo Icardi, located at 237 Lookout Place, Suite 100, City of Maitland, County of Orange, State of Florida, as its agent to accept service of process within this state.

BY: *Aldo Icardi*

ACKNOWLEDGEMENT

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

BY: 
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA