

FRANCINE CLAIR LANDAU

Attorney At Law

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Jacksonville, Florida 32207

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January 28, 1999

Corporate Records Bureau
Division of Corporation
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

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700002760517-2

02/01/99 0117 007

122.50 # 78.75

RE: REM WORKS, INC.

Dear Sirs/Madam:

Enclosed are two originals of the Articles of Incorporation of REM WORKS, INC.
Please acknowledge the copy and return it to this office, along with the certificate.

I have also enclosed my firm trust check, number 9520 in the amount of \$122.50 to
cover the cost of filing and certified copy of the Articles of Incorporation REM WORKS,
INC.

If there are any technical errors or omissions, please call us collect. We will then
verbally authorize any necessary changes to make the document comply with your
requirements.

Thank you for your assistance in this matter.

Sincerely,

Joan H. Venable

Joan H. Venable, Legal Assistant
to Francine C. Landau, Esq.

/j hv

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB - 1 PM 12:52

D. BROWN FEB - 4 1999

ARTICLES OF INCORPORATION

OF

REM WORKS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -1 PM 12:52

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 REM WORKS, INC.

ARTICLE 2 - DURATION

The period of its duration is perpetual.

ARTICLE 3 - PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE 4 - STOCK

The Corporation shall have the authority to issue one thousand (1,000.00) shares of common stock, all of one class, having a par value of One Dollar (\$1.00).

ARTICLE 5 - PRINCIPAL/REGISTERED OFFICE

The address of its principal registered office is:

8971 Sandusky Avenue South
Jacksonville, Florida 32216

and the name of its initial registered agent and her address is:

FRANCINE CLAIR LANDAU, ESQUIRE
1501 San Marco Boulevard
Jacksonville, Florida 32207

ARTICLE 6 - DIRECTORS

The number of Directors constituting its initial Board of Directors shall be three. The number of Directors may be changed from time to time, but shall never be less than three (3). The names and addresses of the initial Board of Directors are as

follows:

GARY D. MURPHY
8971 Sandusky Avenue South
Jacksonville, Florida 32216

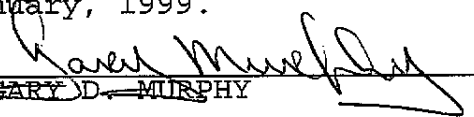
John V. Dickens
1083 Larkspur Loop
Jacksonville, Florida 32259

Patrick D. Farrington
2819 St. Tropez Court
Ponte Vedra Beach, Florida 32082

ARTICLE 7 - INCORPORATOR

GARY D. MURPHY
8971 Sandusky Avenue South
Jacksonville, Florida 32216

DATED this 26th day of January, 1999.


GARY D. MURPHY


STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing Articles of Incorporation were acknowledged before me this 26th day of January, 1999, by Gary D. Murphy. He is personally known to me and did not take an oath.

WITNESS my hand and official seal this 26th day of January, 1999, Jacksonville, Duval County, Florida.



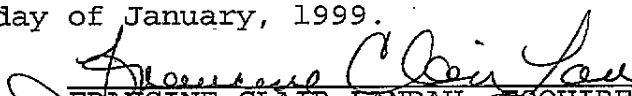
JOAN H. VENABLE
MY COMMISSION # CC461999 EXPIRES
May 10, 1999
BONDED THRU TROY FAIR INSURANCE, INC.


NOTARY PUBLIC
My Commission expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 26th day of January, 1999.


FRANCINE CLAIR LANDAU, ESQUIRE
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -1 PM 12:52