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September 7, 1999

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*****78.75 *****78.75

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Incorporation of " Court Offenders Programs, Inc."

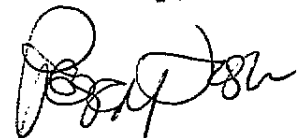
Dear Sir/Madam:

I am enclosing an original and two copies of the Articles of Incorporation for Court Offenders Programs, Inc., together with this law firm's check in the amount of \$78.75, your fee for a certified copy. Please return the certified copy to the undersigned.

If you have any questions, please contact my office.

Thank you.

Sincerely,



PEGGY FISHER..

PF/tc
Encs.

Salomon\DOC.Lt

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
COURT OFFENDERS PROGRAMS, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name and address of the Corporation shall be:

COURT OFFENDERS PROGRAMS, INC.
c/o Islandé D. Salomon
14733 W. Dixie Highway
N. Miami, FL 33181

ARTICLE II - PURPOSE

This corporation is organized for the following purpose:

(A) To transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, Chapter 607, Florida Statutes.

(B) To enter into any partnership, limited or general, as Limited or General Partner, or both, and to enter into any other arrangement for profit-sharing, union of interest, or corporation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this Corporation.

Prepared by:
PEGGY FISHER
GELLER, GELLER, BESKIN,
SHIENVOLD, FISHER & GARFINKEL
2411 Hollywood Boulevard
Hollywood, FL 33020
Telephone: (954) 920-2300
FBN: 198994

(C) To purchase, hold, sell and transfer shares of its own capital stock; subject however, to such limitations as may be provided by law; capital stock owned by the Corporation shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders' quorum or vote.

(D) To do all acts and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes hereinafter or before enumerated or incidental to the powers herein named, or which shall be at any time appear conducive or expedient for the benefit or protection of the Corporation, either as holders of, or interest in, any property or otherwise.

(E) To exercise all of the powers which are now or may hereinafter be conferred upon corporations generally by the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: One Hundred (100) shares, One Dollar (\$1.00) par value per share, common stock. Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the consideration for which has been paid or delivered, shall be deemed fully-paid stock, and the holder of such shares shall not be liable for any further payment. At any time, and from time to time, when authorized by resolution of the Board of Directors, and without any action by its stockholders, the corporation may issue or sell any shares of its capital stock of any class, whether out of the unissued

shares authorized by the Articles of Incorporation of the corporation as originally filed, or by any amendment of the Articles, or out of shares of its stock acquired after the issue; and whether or not the shares so issued are sold, shall confer upon the holders of them the right to exchange such shares for other shares of the stock of the corporation. The corporation may receive in payment, in whole or in part, for any shares of its stock issued or sold by it, any tangible or intangible property or benefit to the corporation including cash, promissory notes, services performed, promises to perform services, as evidenced by a written contract, or other securities of the corporation.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation shall commence business shall be not less than ONE THOUSAND (\$1,000.00) DOLLARS.

ARTICLE V - TERM OF EXISTENCE

This Corporation shall exist perpetually unless sooner dissolved by law.

ARTICLE VI

INITIAL REGISTERED OFFICE AND NAME OF REGISTERED AGENT

The registered office of this corporation shall be:

14733 W. Dixie Highway,
N. Miami, FL 33181

The registered Agent at the above address is:

ISLANDE D. SALOMON

ARTICLE VII - INITIAL PRINCIPAL OFFICE

The address of the corporation's initial principal office shall be:

14733 W. Dixie Highway
N. Miami, FL 33181

ARTICLE VIII - BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member, as below described.

NAME	TITLE	ADDRESS
ISLANDE D. SALOMON	Director	14733 W. Dixie Highway N. Miami, FL 33181

The Board of Directors of this corporation shall, at all times, consist of no fewer than one, and no greater than seven directors. The affirmative vote of a majority of directors is required to constitute any act or decision rendered by the Board of Directors.

ARTICLE IX - OFFICERS

The initial officers shall be as below described:

NAME	TITLE	ADDRESS
ISLANDE D. SALOMON	President/ Secretary/ Treasurer	14733 W. Dixie Highway N. Miami, FL 33181
RAYMOND EMANUEL	Vice President	14733 W. Dixie Highway N. Miami, FL 33181

ARTICLE X - INCORPORATOR

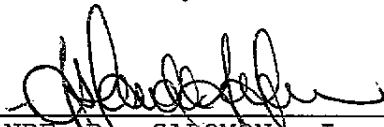
The name and address of the incorporator signing these Articles is:

ISLANDE D. SALOMON
14733 w. Dixie Highway
N. Miami, FL 33181

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify any officer or former officer to the full extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator named, for the purpose of forming a corporation to do business both within and without the State of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 3rd day of September, 1999.



ISLANDE D. SALOMON, Incorporator

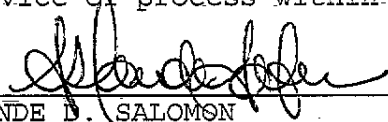
CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE
OF AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 607.0501, Florida Statutes,
the following is submitted:

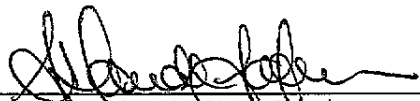
FIRST, that, COURT OFFENDERS PROGRAMS, INC., desiring to organize or
qualify under the laws of the State of Florida, with its principal place
of business at 14733 W. Dixie Highway, N. Miami, FL 33181, names ISLANDE
D. SALOMON as its agent to accept service of process within Florida.

Date: 9-3-99



ISLANDE D. SALOMON

Having been named to accept service of process for the above named
corporation, at the place designated in this certificate, I hereby agree
to act in this capacity, and I am familiar with, and I further agree to
comply with, the provisions of all statutes relative to the proper
performance of my duties, and keeping open said office.



ISLANDE D. SALOMON, Registered Agent