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CHARTERED

ATTORNEYS AT LAW

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PLEASE REPLY TO:

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*MASTER OF LAWS IN ESTATE PLANNING

**BOARD CERTIFIED REAL ESTATE LAWYER

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April 4, 2000

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

Re: VNA Space Coast, Inc.

Dear Sir or Madam:

With regard to the above, enclosed is original and one (1) copy of Articles of Incorporation and my firm's check in the amount of \$78.75, which represents the filing fee, register agent fee and certified copy fee.

Upon receipt and assignment of Charter Number, please return a certified copy to William W. Caldwell, Esq., Post Office Box 3686, Vero Beach, Florida 32964.

If you have any questions or need additional information please call the undersigned at 561-231-4343. Thank you.

Very truly yours,


WILLIAM W. CALDWELL
For the Firm

FILED
00 APR -6 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/mjw
Enclosures

cc/enc: Ms Sharon Kennedy

ARTICLES OF INCORPORATION

OF

VNA SPACE COAST, INC.

FILED
00 APR -6 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be VNA SPACE COAST, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 1111 36th Street, Vero Beach, Florida 32960.

ARTICLE III
PURPOSE

3.1 The specific purposes for which the corporation is organized is as follows:

3.1-1 To operate exclusively for charitable, scientific, and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, its regulations, or the corresponding provision of any applicable future United States Internal Revenue Law or regulations.

3.1-2 To provide skilled nursing care and related services; to provide health guidance to individuals and families; to assist treating physicians in providing home health care services; to promote health, both individual and community, in Brevard County, Florida; to aid in the prevention of disease in Brevard County, Florida; to provide educational opportunities for its nursing staff and patients; to reduce the overall cost of providing health care services to patients; to encourage family involvement in assisting in health care; to provide skilled nursing services to all regardless of race, creed, and ability to pay; and to cooperate with other health care agencies and hospitals in improving patient care.

3.1-3 To do and perform any and all acts or services that may be incidental or necessary to carry out the above purposes.

3.1-4 To engage in any lawful act or activity for which a not for profit corporation may be organized under the laws of Florida, subject to the limitations set forth in Section 3.2 of this Article III.

3.2 LIMITATIONS.

The Corporation is organized not for profit and no part of the income of said Corporation shall ever be distributed to any Director or Officer or any private individual, provided, however, reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes. No substantial part of the activities of the Corporation shall be the dissemination of propaganda, lobbying, or other attempts to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of the Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, (ii) by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may be hereafter amended, or (iii) by a not for profit corporation under the laws of the State of Florida as they now exist or may be hereafter amended.

ARTICLE IV POWERS

The Corporation shall possess and exercise all the powers and privileges granted by Chapters 607 and 617 of the Florida Statutes, or by any other law of Florida together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation; provided, however, that the Corporation shall not engage in activities that are not in furtherance of its charitable purposes other than as an insubstantial part of its activities.

ARTICLE V TERM OF EXISTENCE

The term for which the Corporation is to exist shall be perpetual.

ARTICLE VI MEMBERSHIP

The Corporation shall be organized as a non-stock, membership corporation.

6.1 QUALIFICATIONS.

The Corporation shall have one Member who shall be, Visiting Nurse Association of the Treasure Coast, Inc. ("Sole Member").

6.2 ADMISSION.

The Sole Member shall be automatically admitted to Membership upon the filing of these Articles of Incorporation.

ARTICLE VII
DIRECTORS

7.1 NUMBER.

The affairs of the Corporation are to be managed by a Board of Directors consisting of at least five (5), but not more than twelve (12) Directors, as shall from time to time be fixed by, or in the manner provided in, the Bylaws. The first Board of Directors shall consist of five (5) members.

7.2 INITIAL BOARD.

The names and addresses of the initial Board of Directors are:

CLASS A: Carol Kanarek
1241 Poitras Drive
Vero Beach, FL 32963

Wilfred Small, MD
2733 Ocean Drive
Vero Beach, FL 32963

CLASS B: Sharon Kennedy
1111 36th Street
Vero Beach, FL 32960

Neal Lohuis
Regency Windsor Co.
1025 Flamevine Lane
Vero Beach, FL 32963

CLASS C: Ford Fegert
Moss, Henderson, Blanton,
Koval, Lanier & Devonmille, P.A.
817 Beachland Boulevard
Post Office Box 3406
Vero Beach, FL 32964

The initial Board of Directors shall be divided into three classes: A, B, and C, set forth above. Initial Class A Directors shall serve through the first annual Board meeting following adoption of

these Articles of Incorporation; initial Class B Directors shall serve through the second annual Board meeting following adoption; initial Class C Directors shall serve through the third annual Board meeting following adoption.

7.3 POWERS.

The Board of Directors shall act for the Corporation and shall have the power to decide all matters relating to the conduct of business for this Corporation.

7.4 ELECTION AND TERM OF OFFICE.

The Directors of the Corporation shall be nominated and elected in the manner as shall be fixed in the Bylaws from time to time. There shall be three classes of Directors, each class having an equal number of Directors or as close thereto as possible. The terms of the classes of Directors shall be staggered three- (3) year terms.

ARTICLE VIII
OFFICERS

8.1 NUMBER.

There shall be five (5) Officers of the Corporation. They are: Chairman, Vice Chairman, President, Secretary, and Treasurer. An individual may hold more than one office; provided, however, that the Chairman of the Corporation may not concurrently hold the office of Secretary.

8.2 ELECTION AND TERM OF OFFICE.

Officers shall be elected for terms of one (1) year by the Board of Directors at the Annual Meeting of the Directors.

8.3 ADDITIONAL OFFICERS.

The Corporation may, at the discretion of the Board of Directors, provide for different categories of Officers, and may have additional Officers including, without limitation, one or more Vice Chairmans, Assistant Secretaries, and/or Assistant Treasurers.

8.4 POWERS AND DUTIES.

The powers and duties of the Officers of the Corporation shall be those usually pertaining to their respective offices, or as may be specifically directed in these Articles of Incorporation or the Bylaws of this Corporation.

8.5 INITIAL OFFICERS.

The names and addresses of the initial Officers are:

Chairman	Ford Fegert Moss, Henderson, Blanton, Koval, Lanier & Devonmille, P.A. 817 Beachland Boulevard Post Office Box 3406 Vero Beach, FL 32964
Vice Chairman	Carol Kanarek 1241 Poitras Drive Vero Beach, FL 32963
President	Sharon Kennedy 1111 36th Street Vero Beach, FL 32960
Secretary	Wilfred Small, MD 2733 Ocean Drive Vero Beach, FL 32963
Treasurer	Neal Lohuis Regency Windsor Co. 1025 Flamevine Lane Vero Beach, FL 32963

ARTICLE IX
BYLAWS

The power to make, alter, amend, repeal or adopt the Bylaws of this Corporation shall be vested in the Board of Directors of the Corporation.

ARTICLE X
AMENDMENT OF ARTICLES OF INCORPORATION

The power to make, alter, amend, or repeal these Articles of Incorporation shall be vested in the Board of Directors of the Corporation.

ARTICLE XI
DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all other assets of the

Corporation exclusively for the purpose of the Corporation to Visiting Nurse Association of the Treasure Coast, Inc., if still in existence and qualifying as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or if not still in existence and qualifying as tax exempt, to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine to be best calculated to carry out the objects and purposes for which the Corporation is formed. Any such assets not so disposed of shall be disposed of by the appropriate Court of the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated for such purpose.

ARTICLE XII
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are Sharon Kennedy, 1111 36th Street, Vero Beach, Florida 32960.

ARTICLE XIII
INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation shall be the sole Member, Visiting Nurse Association of the Treasure Coast, Inc., 1111 36th Street, Vero Beach, Florida 32960.

Visiting Nurse Association of the Treasure Coast, Inc.
a Florida Not for Profit Corporation

4/3/00
Date

By: Sharon S. Kennedy
Sharon Kennedy, President

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.

Sharon S. Kennedy
Sharon Kennedy, Registered Agent

Date 4/3/00
00 APR - 6 PM 12:13
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA