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LAW OFFICES

JORGE R. ORTA

NORTH GABLES EXECUTIVE CENTER
1000 PONCE DE LEON BOULEVARD
SUITE 303
CORAL GABLES, FLORIDA 33134

JORGE R. ORTA

MARVIN B. SEIDMAN
OF COUNSEL

AREA CODE (305) 444-3031
FAX (305) 444-3076

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

Re: NURSING CHALLENGER
HOME HEALTH CARE, INC.

To whom it may concern:

Enclosed find this office's check No: 2674 for \$78.75
for the incorporation of NURSING CHALLENGER HOME HEALTH CARE, INC.

Please send Certificate of Good Standing and
letter of incorporation to the undersigned.

Thank-you.

JORGE R. ORTA

10/1/95

JRO/ecsm

NURSING CHALLENGE HOME HEALTH CARE, INC.

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is Nursing Challenge Home Health Care, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to other.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENTS

The street address of the initial registered office of this corporation is 1000 Ponce de Leon Blvd., Suite 308, Coral Gables, FL 33134 and the name of the initial registered agent of this corporation at that address is Jorge R. Orta.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two Director(s) constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By Laws. The name (s) and address (es) of the initial Board of Directors of this Corporation is/are

NAME	ADDRESS
1. Ariel Sanchez Toledo Director/President	14931 S.W. 71th St. Miami, Fla. 33193
2. Jose Manuel Fidalgo Director/Secretary	8481 S.W. 35th Terr. Miami, Fla. 33155

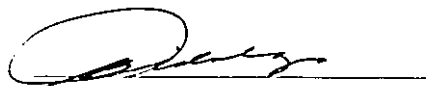
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right ot amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and right conferred upon the shareholders is subject to reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18th day of July, 1995.


Jose M. FIDALGO


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

In compliance with Sections 48.091 and 607.034, Florida
Statutes, the following is submitted:

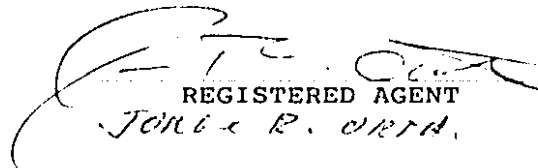
First that Nursing Challenge Home Health Care, Inc.
qualify under laws of the State of Florida, with its principal
place of bussiness at 1000 Ponce de Leon Blvd., Suite 308, Coral
Gables, Florida 33134 has named Jorge R. Orta to accept service
of process within Florida.

Dated:

2/14/95


INCORPORATOR
JOSE M. FILDÉS

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
further agree to comply with the provisions of all statutes
relative to the proper performance of my duties.


REGISTERED AGENT
JORGE R. ORTA

NURSING CHALLENGE HOME HEALTH CARE, INC.

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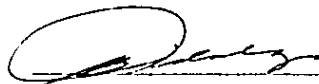
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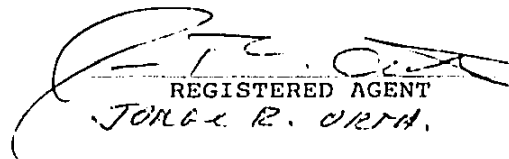
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of process within Florida.

Dated:

2/18/85


INCORPORATOR
JOSE M. FIDDLER

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above named corporation, at the place designated in this
certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all statutes
relative to the proper performance of my duties.


REGISTERED AGENT
JORGE R. ORTA