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REFERENCE : 591756 4355221

AUTHORIZATION :

Patricia Pzyut

COST LIMIT : \$ 122.50

ORDER DATE : November 6, 1997

ORDER TIME : 10:08 AM

ORDER NO. : 591756-010

CUSTOMER NO: 4355221

CUSTOMER: William W. Caldwell, Esq
COLLINS BROWN CALDWELL BARKETT
ROSSWAY GARAVAGLIA & MOORE
756 Beach Boulevard

100002339971--9

Vero Beach, FL 32963

DOMESTIC FILING

NAME: VNE, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
97 NOV -6 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 NOV -6 AM 11:25
DIVISION OF CORPORATION

SN NOV -6 1997

ARTICLES OF INCORPORATION

OF

VNE, INC.

FILED
97 NOV -6 PM 1:15
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 VNE, 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 purpose(s) 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 Palm Beach County, Florida; to aid in the prevention of disease in Palm Beach 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 or creed, 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 of service 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.

ARTICLE IV
MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed will be determined by the sole member as provided from time to time by Bylaws of the corporation adopted by the sole member.

ARTICLE V
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 VI
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

11/4/97
Date

By: Sharon L. Kennedy
Sharon L. Kennedy, President

FILED
97 NOV - 6 PM 1:55
TALLAHASSEE, FL
SECRETARY OF STATE

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 L. Kennedy
Sharon Kennedy, Registered Agent

11/4/97
Date