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PAULA G. DRUMMOND, P.
Professional Corporation
for the Practice of Law

Paula G. Drummond
Attorney and Counsellor at Law

January 13, 1998

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

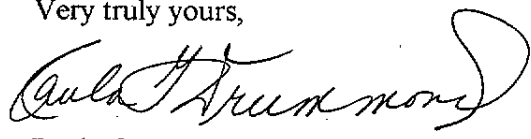
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Re: The Florence Project, Inc.

Corporate Records:

Enclosed for filing are the Articles of Incorporation for the above not for profit corporation, my check in the amount of \$70 for the filing fees, and a copy of the Articles for file stamping and return to this office. Please file these documents on receipt of this letter and return the acknowledgment and stamped copy at your earliest convenience. Thank you.

Please contact me if additional information is required.

Very truly yours,

Paula G. Drummond

PGD:cmq

cc: Melissa Franklin

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION
OF
THE FLORENCE PROJECT, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is THE FLORENCE PROJECT, INC.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

This corporation is organized in order to engage in any and all lawful purpose or purposes not for pecuniary profit.

ARTICLE IV - MEMBERS

The Corporation shall have Members. The qualifications for Members and the manner of their admission will be as regulated in the Bylaws.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1511 E. Brainerd St., Pensacola, FL 32503, and the name of the initial registered agent of this corporation at that address is Melissa Franklin.

ARTICLE VI - INITIAL MAILING AND OFFICE ADDRESSES

The initial mailing address and principal business office of this Corporation is 1511 E. Brainerd St. Pensacola, FL 32503.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 12 Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time in the manner provided by the Bylaws; however, there shall never be less than three directors. The directors shall be elected or appointed in the manner and for the terms provided in the Bylaws.

ARTICLE VIII- INCORPORATOR

The name and address of the Incorporator is Melissa Franklin, 1511 E. Brainerd St., Pensacola, FL 32503.

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

The power to make amendments to or repeal of any provision contained in these Articles of Incorporation shall be reserved to the Board of Directors, and approved by a majority vote of the Directors then in office.

ARTICLE XI - Bylaws

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE XII - CONDUCT OF CORPORATE AFFAIRS

The conduct of the affairs of the Corporation and the powers and duties of the Board of Directors shall be as set forth in the Bylaws. Memberships in the Corporation shall be initially divided into classes: Voting and Non-Voting Members. Voting Members shall be those persons who are registered nurses or licensed practical nurses in the jurisdiction of their residence. Non-Voting Members will be those persons who do not have the qualifications to be Voting Members. Provided, however, the Board of Directors shall have the power by majority vote to change the definition of or add to the classes of Membership in the manner

set forth in the Bylaws.

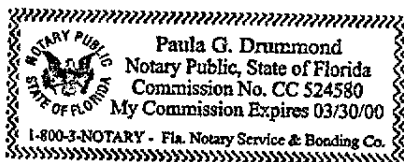
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 13 day of January, 1998.

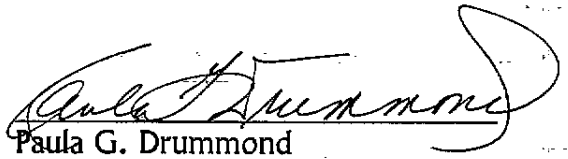

MELISSA FRANKLIN

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 13th day of January, 1998, by MELISSA FRANKLIN who is personally known to me.

NOTARY PUBLIC




Paula G. Drummond
My Commission #: CC524580
My Commission expires: March 30, 2000

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Agent of THE FLORENCE PROJECT, INC. which is contained in the foregoing Articles of Incorporation and acknowledges that she is familiar with and accepts the obligations provided for in Section 617.0501, Florida Statutes.

DATED this 13 day of January, 1998.


MELISSA FRANKLIN
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA