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ELISE K. WINTERS, P.A.
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600 Cleveland Street
Suite 940
Clearwater, FL 33755-4160

FILED
01 JAN -2 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
(727) 442-3888
Fax: (727) 443-0129

December 22, 2000

Secretary of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

200003519452--9
-01/03/01--01003--001
*****78.75 *****78.75

Re: Renal Solutions, Inc.

Dear Sir or Madam:

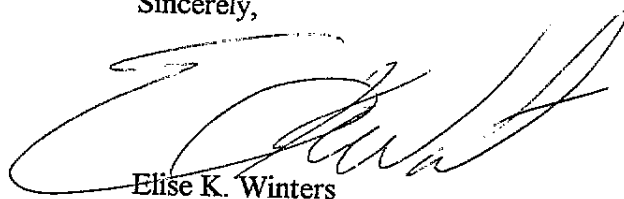
Enclosed is the original and one copy of the Articles of Incorporation and Designation of Registered Agent for Renal Solutions, Inc. Also enclosed is a check in the amount of Seventy-Eight Dollars and 75/100 (\$78.75) to cover the following:

Filing Fee	35.00
Designation of Registered Agent	35.00
Certified Copy	8.75

If everything is in order, please return the certified copy to this office at your earliest convenience in the enclosed stamped, addressed envelope. If any additional documentation or information is required, please let me know.

Thank you for your attention to this matter.

Sincerely,



Elise K. Winters

Enclosures

cc: Jan Dees

D. BROWN JAN - 5 2001

**ARTICLES OF INCORPORATION
OF
RENAL SOLUTIONS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
CORPORATE NAME AND PRINCIPAL ADDRESS**

The name of this corporation is Renal Solutions, Inc., and the initial principal address of the corporation is 600 Cleveland Street, Suite 910, Clearwater, FL 33755.

**ARTICLE II
NATURE OF BUSINESS AND POWERS**

The general nature of the business transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV
TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE V
REGISTERED AGENT, INITIAL REGISTERED OFFICE**

The name of the registered agent of the corporation is Janet R. Dees. The address of the initial registered office is 600 Cleveland Street, Suite 910, Clearwater, Florida, 33755.

The Board of Directors from time to time may move the registered office and/or the principal office to any other address in the State of Florida.

**ARTICLE VI
BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII
INITIAL DIRECTORS

The name and address of the director of this corporation is:

Janet R. Dees
600 Cleveland Street
Suite 910
Clearwater, FL 33755

The person named as initial director shall hold office for the first year of existence of this corporation or until a successor is elected or appointed and has qualified, whichever is first.

ARTICLE VIII
INCORPORATOR

The name and street address of the person signing these Articles as the Incorporator is Janet R. Dees, 600 Cleveland Street, Suite 910, Clearwater, Florida, 33755.

ARTICLE IX
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


IN WITNESS WHEREOF, the undersigned, as Incorporator, executed these Articles of Incorporation on December 22, 2000.



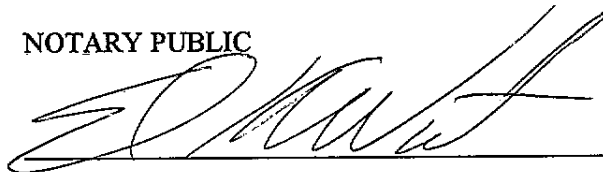
Janet R. Dees

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 28 day of December, 2000, who is personally know to me and who did take an oath.

 Elise K Winters
My Commission CC804241
Expires January 24, 2003

NOTARY PUBLIC



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01 JAN -2 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First - That Renal Solutions, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Clearwater, County of Pinellas, State of Florida, has named Janet R. Dees located at 600 Cleveland Street, Suite 910, Clearwater, FL 33755, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Janet R. Dees