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GEORGIA H. LUDLUM\*  
REGISTERED NURSE

\* ALSO ADMITTED IN ALABAMA

June 4, 2001

300004341493--4  
-06/05/01--01034--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Division of Corporations  
Secretary of State  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Cierra Management Company, Inc.

Tom Whom It May Concern:

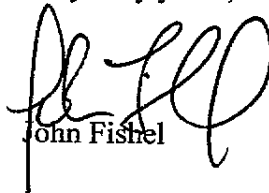
Enclosed please find the original and one copy of Articles of Incorporation for the above referenced corporation.

Additionally, please find enclosed a check in the amount of \$78.75 which covers the following costs for the corporation:

- |    |   |         |
|----|---|---------|
| 1. | Filing fee for Articles of Incorporation    | \$70.00 |
| 2. | Certified Copy of Articles of Incorporation | \$ 8.75 |

Should you have any questions, or need further clarification regarding the above, please feel free to call our office.

Very truly yours,

  
John Fishel

JF:al

Enclosures

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 JUN -5 AM 9:58

FILED

F. CHAMBER

JUN 11 2001

**ARTICLES OF INCORPORATION**  
**OF**  
**CIERRA MANAGEMENT COMPANY, INC.**

FILED  
01 JUN -5 AM 9:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges, and files this certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida.

1. The name of this corporation shall be CIERRA MANAGEMENT COMPANY, INC.
2. This corporation may engage in any activity or business permitted under the laws of the United States and of this State.
3. (a) The capital stock of this corporation shall consist of One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.  
  
(b) The consideration to be paid for each share shall be payable in lawful money or property, labor or services.  
  
(c) Shares of the corporation's stock and certificates shall be issued as follows: Clyde Matthew Anderson 100%.
4. This corporation shall have a perpetual existence.
5. The date when the corporate existence of this corporation shall begin is at the time of subscription and acknowledgment of these Articles of Incorporation.
6. The initial street address of the principal office of this corporation is 213 Harrison Avenue, Panama City, Florida 32401, and Clyde Matthew Anderson is hereby designated as resident agent for this corporation.
7. This corporation shall have one (1) director, but the By-Laws of this corporation may provide for such increase in the number thereof as is authorized by law.

8. The name and address of the Board of Directors is as follows:

Clyde Matthew Anderson  
213 Harrison Avenue  
Panama City, Florida 32401

9. The name and street address of the subscriber to these Articles of Incorporation is as follows:

Clyde Matthew Anderson  
213 Harrison Avenue  
Panama City, Florida 32401

10. The officers of this corporation shall be Clyde Matthew Anderson as President and Clyde Matthew Anderson as Secretary/Treasurer. All officers, agents or employees as may be necessary shall be chosen in such a manner, hold offices for such time, and have such power and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two (2) or more offices.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 25<sup>th</sup> day of May, 2001, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

  
Clyde Matthew Anderson

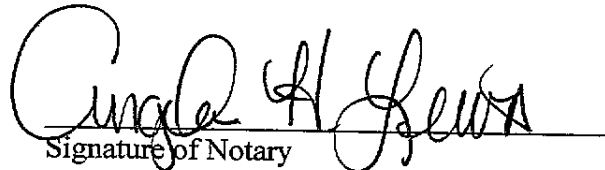
STATE OF FLORIDA

COUNTY OF BAY

BEFORE ME, the undersigned officer, duly authorized to take acknowledgments and

administer oaths, personally appeared Clyde Matthew Anderson, who being first duly cautioned and sworn, upon oath, deposes and says that he signed the above Articles of Incorporation for the conditions and purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 25 day of May, 2001.

  
Signature of Notary



Angela H. Lewis  
MY COMMISSION # CC720208 EXPIRES  
May 24, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

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

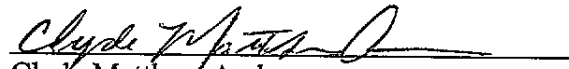
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that CIERRA MANAGEMENT COMPANY, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Panama City, County of Bay, State of Florida, has named Clyde Matthew Anderson, 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 the place designated in this Certificate, I hereby accept the Act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Dated this 25<sup>th</sup> day of May, 2001.

  
Clyde Matthew Anderson

01 JUN -5 AM 9:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED