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July 15th, 2001

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32399

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-07/13/01--01086--011
****122.50 *****78.75

Re: Prieto - Villa Health Services, Inc.

Dear Madam or Sir:

Enclosed please find the original Articles of Incorporation for the above-referenced corporation as well a check in the amount of \$122.50 to cover the costs involved with filing the Articles of Incorporation. After filing the Articles of Incorporation, please return a certified copy of the Articles and Designation of Registered Agent to this office.

Thank you for your cooperation and assistance. If you have any questions, please do not hesitate to call.

Sincerely,


Thomas M. VanNess, Jr.

TMV:kh
Encls. (as stated)

FILED
01 JUL 12 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-16-01
190

ARTICLES OF INCORPORATION
OF
PRIETO - VILLA HEALTH SERVICES, INC.

FILED
01 JUL 12 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, **FLORENCIO A. PRIETO III, ROSARIO C. PRIETO, GILFREDO D. VILLA and MARIE LOUISE VILLA**, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be: **PRIETO - VILLA HEALTH SERVICES, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business of this Corporation, shall be:

211 South Seminole Street
Inverness, Florida 34453

The mailing address of this Corporation, shall be:

1651 E. Henniker
Inverness, Florida 34453

ARTICLE III - DURATION

The duration of the Corporation is perpetual.

ARTICLE IV - PURPOSE

The general purpose for which the Corporation is organized is to transact all lawful business for which Corporations may be organized under the Florida Business Corporation Act (F.S.A. Chapter 607).

ARTICLE V - CAPITAL STOCK

The number of shares of stock, the par value, and class of said stock that this Corporation is authorized to have outstanding at any one time is: One Thousand (1,000) shares of common stock, having no par value.

ARTICLE VI - REGISTERED OFFICE & AGENT

The street address of the corporation's initial registered office is 211 South Seminole Street, Inverness, Florida 34453, and the name of its initial registered agent at that office is **FLORENCIO A. PRIETO, III**.

ARTICLE VII - BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. The number of directors constituting the initial Board of Directors is Four (4). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of the Corporation are as follows:

FLORENCIO A. PRIETO, III
211 South Seminole Street
Inverness, Florida 34453

ROSARIO C. PRIETO
211 South Seminole Street
Inverness, Florida 34453

GILFREDO D. VILLA
201 S. Cannonade Point
Inverness, Florida 34453

MARIE LOUISE VILLA
201 S. Cannonade Point
Inverness, Florida 34453

ARTICLE VIII - INCORPORATORS

The name and street address of the Incorporators of these Articles of Incorporation are as follows:

FLORENCIO A. PRIETO, III
211 South Seminole Street
Inverness, Florida 34453

ROSARIO C. PRIETO
211 South Seminole Street
Inverness, Florida 34453

GILFREDO D. VILLA
201 S. Cannonade Point
Inverness, Florida 34453

MARIE LOUISE VILLA
201 S. Cannonade Point
Inverness, Florida 34453

The undersigned Incorporators have executed these Articles of Incorporation this 11th day of July, 2001.

Florence A. Prieto III
FLORENCIO A. PRIETO, III, Incorporator

R. Prieto
ROSARIO C. PRIETO, Incorporator

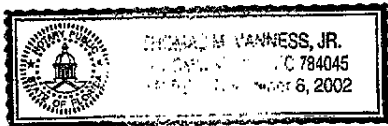
Gilfredo D. Villa
GILFREDO D. VILLA, Incorporator

Marie Louise Villa
MARIE LOUISE VILLA, Incorporator

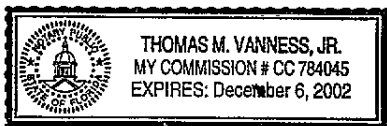
STATE OF FLORIDA)
COUNTY OF CITRUS)

Before me personally appeared FLORENCIO A. PRIETO, III, ROSARIO C. PRIETO, GILFREDO D. VILLA and MARIE LOUISE VILLA, who produced Florida Drivers License as identification and who did (did not) take an oath, and who acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 11th day of July, 2001.



Thomas M. Vanness, Jr.
NOTARY PUBLIC
Printed Name: Thomas M. Vanness, Jr.



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA:

1. The name of the corporation is: **PRIETO - VILLA HEALTH SERVICES, INC.**
2. The name and address of the registered agent and office are:

FLORENCIO A. PRIETO, III
211 South Seminole Street
Inverness, Florida 34453

Florence A Prieto III
FLORENCIO A. PRIETO, III
President
Date: July 11, 2001

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.

Florence A Prieto III
FLORENCIO A. PRIETO, III
Registered Agent
Date: July 11, 2001

FILED
01 JUL 12 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FL 09002