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September 19, 2001

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

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*****78.75 *****78.75

RE: BALANCE POINT HEALTH SERVICES, INC.


Dear Sirs:

Enclosed please find the original and two copies of the Articles of Incorporation for the above captioned corporation.

Also enclosed is our trust check in the amount of \$78.75 to cover the cost of filing and certified copies of this corporation.

If you should have any questions or need any further information, please do not hesitate to contact our office.

Sincerely,


George Allen DuFour
Enclosures:

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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9/26/01

ARTICLES OF INCORPORATION
OF

BALANCE POINT HEALTH SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I:

The name of the corporation is: **BALANCE POINT HEALTH SERVICES, INC.**

ARTICLE II:

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III:

This corporation is authorized to issue 1000 shares of common stock, with a par value of \$1.00 per share.

ARTICLE IV:

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE V:

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI:

The street address of the initial principal office of this corporation is: **8511 N. 29th Street, Tampa, Florida 33604**

ARTICLE VII:

The registered Agent for this corporation authorized by law to accept service of process is: **Dale E. Morphew, 8511 N. 29th Street, Tampa, Florida 33604**

ARTICLE VIII:

This corporation shall have two directors initially. The number may either be increased or decreased from time to time by the By-Laws, but shall never be less than one. The name and address of the initial directors are: **Dale E. Morphew, 8511 N. 29th Street, Tampa, Florida 33604** and **John C. Stierwalt, 8511 N. 29th Street, Tampa, Florida 33604**

ARTICLE IX:

The name and address of the person signing these **ARTICLES OF INCORPORATION** IS: **Dale E. Morphew, of 8511 N. 29th Street, Tampa, Florida 33604**

ARTICLE X:

This corporation shall have perpetual existence.

ARTICLE XI:

This corporation reserves the right to amend or repeal any provision contained in these **ARTICLES OF INCORPORATION**, or any amendment hereto, and any right conferred upon the share holders is subject to this reservation.

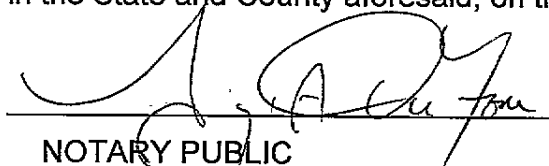
IN WITNESS WHEREOF, the undersigned subscriber executed these **ARTICLES OF INCORPORATION**, on this 18 day of September, 2001.


Dale E. Morpew, Subscriber

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, **Dale E. Morpew**, known to me and known by me to be the person who executed the foregoing **ARTICLES OF INCORPORATION** and he/she executed those **ARTICLES OF INCORPORATION**.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, on this 18 day of Sept, 2001.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
Print Name: George A. DuFour
My Commission Expires:



George A. DuFour
MY COMMISSION # CC928281 EXPIRES
June 13, 2004
BONDED THRU TROY PAIR INSURANCE, INC.

REGISTERED AGENT, DESIGNATION AND ACKNOWLEDGMENT

THAT **BALANCE POINT HEALTH SERVICES, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the **ARTICLES OF INCORPORATION**, at **8511 N. 29th Street, Tampa**, in the State of Florida has named **Dale E. Morpew**, of **8511 N. 29th Street, Tampa, Florida**, Telephone number 813-932-1726 as its agent to accept services of process within this state.

ACKNOWLEDGMENT

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


DALE E. MORPHEW

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SECRETARY OF STATE
TALLAHASSEE FLORIDA