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TRANSMITTAL LETTER

95 APR 26 PM 7:05
DEPT. OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: Visions in Healthcare, Inc.

600001466066
-04/27/95--01019--008
****131.25 ****131.25

Enclosed is an original and one (1) acopy of the articies of incorporation and a check
for:

\$131.25
Filing fee
Certified Copy
& Certificate

FROM: Edward P. Dutkiewicz Jr., Esq.
3193 Tech Drive, N.
St. Petersburg, FL 33716-1006
(813) 571-1919

5/2/95
TB

ARTICLES OF INCORPORATION

95 APR 26 AM 7:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, 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: Visions in Healthcare, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
3193 Tech Drive, N.
St. Petersburg, FL 33716-1006

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Million (1,000,000) Shares, Common Stock

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Edward P. Dutkiewicz Jr., Esq.
3193 Tech Drive, N.
St. Petersburg, FL 33716-1006

ARTICLE V

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Edward P. Dutkiewicz Jr., Esq.
3193 Tech Drive, N.
St. Petersburg, FL 33716-1006

The undersigned incorporator has executed these Articles of Incorporation this the 25th day of April, 1995.

A handwritten signature in cursive script, reading "Edward P. Dutkiewicz Jr.", written over a horizontal line.

Edward P. Dutkiewicz Jr., Esq.
3193 Tech Drive, N.
St. Petersburg, FL 33716-1006

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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 : Visions in Healthcare, Inc.

2. The name and address of the registered agent and office is:

Edward P. Dutkiewicz Jr., Esq.
3193 Tech Drive, N.
St. Petersburg, FL 33716-1006

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.

Edward P. Dutkiewicz Jr.
Edward P. Dutkiewicz Jr., Esq.

April 24, 1995
(date)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314