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January 25, 1996

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Florida Department of State
Division of Corporations
P.O. Box 6237
Tallahassee, FL 32314

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-01/29/96--01060--011
****122.50 ****122.50

Re: 21st CENTURY HEALTH SERVICES, INC.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$122.50 and Certificate Designating Registered Agent/Registered Office for the corporation.

Should you have any questions concerning these corporations, please do not hesitate to contact me.

Very truly yours,

CATANIA & CATANIA, P.A.


PAUL B. CATANIA
Attorney at Law

PBC:kb
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 29 AM 10:12

96/1/31/96

ARTICLES OF INCORPORATION FOR
21st CENTURY HEALTH SERVICES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JAN 29 AM 10:13

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

Article I - Name

The name of the corporation shall be: **21st CENTURY HEALTH SERVICES, INC.**

The principal place of business of this corporation shall be: 1304 DeSoto Avenue, Suite 306, Tampa, FL 33606.

Article II - Nature of Business

This corporation shall engage in or transact any or all lawful activities including the practice of any and all businesses permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

Article III - Capital Stock

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares at \$1 per share par value.

Article IV - Term of Existence and Incorporator's Address:

This corporation is to exist perpetually. The incorporator's address is: 1304 DeSoto Avenue, Suite 306, Tampa, FL 33606.

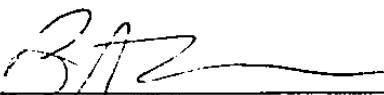
Article V - Officers/Directors

BARBARA A. CASASA is the sole officer and director of this Corporation.
1304 DeSoto Avenue, Suite 306, Tampa, FL 33606

Article VI - Incorporation - 21st CENTURY HEALTH SERVICES, INC.

1304 DeSoto Avenue, Suite 306
Tampa, FL 33606

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of January, 1996.



BARBARA A. CASASA

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged and sworn to before me this 23rd day of January, 1996, by Barbara A. Casasa, as Incorporator of the aforesaid Corporation.

Charlene Fleming
Notary Public, State of Florida at Large

CHARLENE S. Fleming
Print Name of Notary

My Commission Expires:



CHARLENE S. FLEMING
MY COMMISSION # 06339730 EXPIRES
January 4, 1998
BOICED THRU TROY FARM INSURANCE, INC.

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JAN 29 AM 10:13

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered agent in the State of Florida.

1. The name of the corporation is:

21st CENTURY HEALTH SERVICES, INC.

The principal place of business of this corporation shall be: 1304 DeSoto Avenue, Suite 306, Tampa, FL 33606.

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

Paul B. Catania, Esquire
Catania & Catania, P.A.
Barnett Plaza, Suite 2400
101 E. Kennedy Boulevard
Tampa, Florida 33602

Signature: _____

BARBARA A. CASASA

Title: President

Date: _____

1/23/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

Signature: _____

PAUL B. CATANIA, ESQ.

Date: _____

1/23/96