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DECEMBER 5, 1996

Department of State
Division of Corporations
Corporate Records Bureau
P. O. Box 6327
Tallahassee, Florida 32314

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-12/10/96--01074--012
****122.50 ****122.50

Re: BREATH OF LIFE ASSOCIATES, INC.

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation for the above-named corporation. In addition, I have enclosed a check payable to your order, in the sum of \$122.50, which represents the following fees:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	35.00
	<hr/>
	\$122.50

EFFECTIVE DATE
Jan. 1, 1997

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,

Daniel E. Devine

Daniel E. Devine
419 Ramblewood Street
Port Charlotte, FL 33953
(941) 629-1201

enclosures

Dmc
12/11/96

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 DEC -9 AM 10:20

FILED

ARTICLES OF INCORPORATION
OF
BREATH OF LIFE ASSOCIATES, INC.

FILED
96 DEC -9 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

Jan 1, 1997

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

ARTICLE ONE: NAME: The name of the corporation shall be BREATH OF LIFE ASSOCIATES, INC.

ARTICLE TWO: DURATION: The term of existence of the corporation is perpetual.

ARTICLE THREE: PURPOSE: The purpose is to engage in any activities or business permitted under the Laws of the United States and Florida; including, but not limited to, nursing and para-medical techniques and/or instructions and the performance thereof.

ARTICLE FOUR: CAPITAL STOCK: The corporation is authorized to issue one hundred (100) shares, all of which shall be common shares, no par value.

ARTICLE FIVE: INITIAL REGISTERED OFFICE AND AGENT:
The street address of the initial Registered Office of the corporation is 419 Ramblewood Street, Port Charlotte, Florida, 33953, and the name of the Registered Agent is DANIEL E. DEVINE, of the same address.

ARTICLE SIX: INITIAL BOARD OF DIRECTORS: This corporation shall have two (2) directors initially. The number of directors may be increased or decreased, from time to time, by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

DANIEL E. DEVINE - 419 Ramblewood Street
Port Charlotte, Florida 33953

MAUREEN T. DEVINE - 419 Ramblewood Street
Port Charlotte, Florida 33953

ARTICLE SEVEN: INCORPORATOR: The incorporator of the corporation and the subscriber to these Articles of Incorporation is DANIEL E. DEVINE, who resides at 419 Ramblewood Street, Port Charlotte, Florida 33953

ARTICLE EIGHT: BY-LAWS AND ARTICLES OF INCORPORATION: The shareholders shall have the exclusive authority to formulate, approve and/or amend by-laws of the corporation and shall have the exclusive authority to formulate, approve and/or adopt these amendments to these Articles of Incorporation.

ARTICLE NINE: COMMENCEMENT OF EXISTENCE: The corporation shall be deemed to commence its existence on January 1, 1997.

ARTICLE TEN: PRINCIPAL PLACE OF BUSINESS: The principal place of business for said corporation and the mailing address is 419 Ramblewood Street, Port Charlotte, Florida 33953.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this *5TH* day of *December*, 199*6*.

X *Daniel E. Devine*
DANIEL E. DEVINE
Incorporator

FILED

96 DEC -9 AM 10:20

DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT
SECRETARY OF STATE
FLORIDA

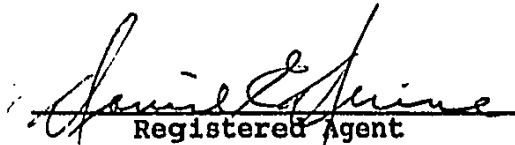
Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

BREATH OF LIFE ASSOCIATES, INC., desiring to organize under the laws of the State of Florida, with its initial registered office as indicated in the Articles of Incorporation, at 419 Ramblewood Street, Port Charlotte, County of ^{CHARLOTTE}, State of Florida, 33953, has named DANIEL E. DEVINE as its designated agent to accept service of process within the state.

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and acknowledge that I am familiar with and accept the obligations and responsibilities of such office, as provided for in Florida Statutes 607.0505.

Dated this 5TH day
of December, 1996.


Registered Agent
DANIEL E. DEVINE